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Bao Shen Holdings Limited

寶申控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8151)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2022

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 of the Stock Exchange 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 Bao Shen Holdings Limited (the “**Company**”), together with its subsidiaries, (the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

FINANCIAL HIGHLIGHTS

	For the six months ended 30 June		
	2022	2021	Change
Revenue (<i>RMB'000</i>)	58,455	67,010	-12.7%
Gross profit (<i>RMB'000</i>)	6,912	10,625	-34.9%
Gross profit margin	11.8%	15.9%	-4.1 percentage points
Loss for the period and attributable to owners of the Company (<i>RMB'000</i>)	(3,595)	(3,682)	-2.7%
Basic and diluted losses per share (<i>RMB</i>)	(0.86) cents	(0.88) cents	-2.7%

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2022 (2021: nil).

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2022

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated results of the Group for the three months and six months ended 30 June 2022, together with the unaudited comparative figures for the corresponding periods in 2021 as set out below.

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

For the three months and six months ended 30 June 2022

	Notes	Three months ended 30 June		Six months ended 30 June	
		2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
Revenue	4	26,598	32,715	58,455	67,010
Cost of sales		(23,802)	(26,566)	(51,543)	(56,385)
Gross profit		2,796	6,149	6,912	10,625
Other income and gains	5	298	248	331	361
Selling and distribution expenses		(1,309)	(1,602)	(2,733)	(3,294)
Administrative expenses		(3,670)	(5,936)	(6,672)	(9,701)
Finance costs	6	(765)	(886)	(1,450)	(1,652)
Loss before tax	7	(2,650)	(2,027)	(3,612)	(3,661)
Income tax credit/(expenses)	8	17	(21)	17	(21)
Loss for the period and attributable to owners of the Company		(2,633)	(2,048)	(3,595)	(3,682)
Other comprehensive income/ (expense)					
<i>Items that may be reclassified subsequently to profit or loss</i>					
Exchange differences on translating foreign operations		1,184	(240)	1,101	(196)
Total comprehensive expense for the period and attributable to owners of the Company		(1,449)	(2,288)	(2,494)	(3,878)
Losses per share					
– Basic and diluted (RMB)	10	(0.63) cents	(0.49) cents	(0.86) cents	(0.88) cents

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2022 and 31 December 2021

		As at 30 June 2022 <i>RMB'000</i> (unaudited)	As at 31 December 2021 <i>RMB'000</i> (audited)
	<i>Notes</i>		
Non-current assets			
Property, plant and equipment		31,034	30,308
Right-of-use assets		8,554	10,358
Deposit		1,300	1,300
		<u>40,888</u>	<u>41,966</u>
Current assets			
Inventories		21,553	19,390
Trade and other receivables	11	58,757	54,646
Cash and bank balances		27,248	35,649
		<u>107,558</u>	<u>109,685</u>
Total assets		<u>148,446</u>	<u>151,651</u>
Current liabilities			
Trade and other payables	12	26,528	37,438
Bank borrowings		42,650	30,650
Other borrowings		2,318	3,008
Lease liabilities		–	318
		<u>71,496</u>	<u>71,414</u>
Net current assets		<u>36,062</u>	<u>38,271</u>
Total assets less current liabilities		<u>76,950</u>	<u>80,237</u>

	As at 30 June 2022 RMB'000 (unaudited)	As at 31 December 2021 RMB'000 (audited)
Non-current liabilities		
Other borrowings	565	1,341
Deferred tax liabilities	<u>1,311</u>	<u>1,328</u>
	<u>1,876</u>	<u>2,669</u>
Net assets	<u><u>75,074</u></u>	<u><u>77,568</u></u>
Capital and reserves		
Equity attributable to owners of the Company		
Share capital	3,364	3,364
Reserves	<u>71,710</u>	<u>74,204</u>
Total equity	<u><u>75,074</u></u>	<u><u>77,568</u></u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2022 and 2021

	Six months ended	
	30 June	
	2022	2021
	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)
Net cash used in operating activities	(17,488)	(7,077)
Net cash used in investing activities	(1,044)	(816)
Net cash generated from (used in) financing activities	<u>9,030</u>	<u>(1,227)</u>
Net decrease in cash and cash equivalents	(9,502)	(9,120)
Cash and cash equivalents at the beginning of the period	35,649	34,233
Effect of foreign exchange rate changes	<u>1,101</u>	<u>(200)</u>
Cash and cash equivalents at the end of the period	<u><u>27,248</u></u>	<u><u>24,913</u></u>
Analysis of balances of cash and cash equivalents:		
Cash and bank balances	<u><u>27,248</u></u>	<u><u>24,913</u></u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2022

	Share capital <i>RMB'000</i>	Share premium <i>RMB'000</i>	Other reserve <i>RMB'000</i>	Translation reserve <i>RMB'000</i>	PRC statutory reserve <i>RMB'000</i>	Retained earnings <i>RMB'000</i>	Total equity <i>RMB'000</i>
Balance at 31 December 2021 and 1 January 2022 (audited)	3,364	52,292	(9,070)	1,934	3,602	25,446	77,568
Loss and total comprehensive expense for the period	-	-	-	1,101	-	(3,595)	(2,494)
Balance at 30 June 2022 (unaudited)	<u>3,364</u>	<u>52,292</u>	<u>(9,070)</u>	<u>3,035</u>	<u>3,602</u>	<u>21,851</u>	<u>75,074</u>

For the six months ended 30 June 2021

	Share capital <i>RMB'000</i>	Share premium <i>RMB'000</i>	Other reserve <i>RMB'000</i>	Translation reserve <i>RMB'000</i>	PRC statutory reserve <i>RMB'000</i>	Retained earnings <i>RMB'000</i>	Total equity <i>RMB'000</i>
Balance at 31 December 2020 and 1 January 2021 (audited)	3,364	52,292	(9,070)	2,416	3,602	29,184	81,788
Loss and total comprehensive expense for the period	-	-	-	(196)	-	(3,682)	(3,878)
Balance at 30 June 2021 (unaudited)	<u>3,364</u>	<u>52,292</u>	<u>(9,070)</u>	<u>2,220</u>	<u>3,602</u>	<u>25,502</u>	<u>77,910</u>

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

1. GENERAL INFORMATION

Bao Shen Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 14 December 2015 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 23 April 2018. Its parent and ultimate holding company is Wang Mao Investments Limited (“**Wang Mao**”), a company incorporated in the British Virgin Islands (the “**BVI**”) and wholly owned by Mr. Fan Baocheng (“**Mr. Fan**”).

The address of the Company’s registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company’s principal place of business in the People’s Republic of China (the “**PRC**”) is No. 719, Shuang Ying Road, Wu Yi Industrial Park, Nanqiao Suburb, Chuzhou City, Anhui, the PRC. The Company is an investment holding company. The Group is principally engaged in plastic and steel component manufacturing and processing (including (i) stamping components manufacturing; (ii) spray-painting components processing; (iii) powder-coating components processing; and (iv) plastic components manufacturing) in the PRC.

Items included in the financial statements of each of the Group’s subsidiaries are measured using the currency of the primary economic environment in which the respective entity operates (the “**functional currency**”). The functional currency of the Group’s operating subsidiaries is RMB. The unaudited interim condensed consolidated financial statements are presented in RMB, which is different from the functional currency of the Company (i.e. Hong Kong dollars (“**HK\$**”). The choice of presentation currency is to better reflect the currency that mainly determines economic effects of transactions, events and conditions of the Group.

2. BASIS OF PREPARATION

These unaudited interim condensed consolidated financial information for the six months ended 30 June 2022 has been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The unaudited interim condensed consolidated financial information does not include all the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2021.

This unaudited interim condensed consolidated financial information has been prepared under the historical cost convention. These unaudited interim condensed consolidated financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand except when otherwise indicated.

3. PRINCIPAL ACCOUNTING POLICES

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2022. HKFRSs comprise Hong Kong Financial Reporting Standards, HKAS and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current period and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

4. REVENUE AND SEGMENT INFORMATION

HKFRS 8 *Operating Segments* requires identification and disclosure of operating segment information based on internal financial reports that are regularly reviewed by the executive directors of the Company, being the chief operating decision maker, for the purpose of resources allocation and performance assessment. On this basis, the Group’s has determined that it only has one operating segment which is a plastic and steel components processor (including (i) stamping components manufacturing; (ii) spray-painting components processing; (iii) powder-coating components processing; and (iv) plastic components manufacturing) in the PRC.

Six months ended	
30 June	
2022	2021
RMB’000	RMB’000
(unaudited)	(unaudited)

An analysis of revenue by type of goods is as follows:

Revenue from customer and recognised at point in time

Peripheral components		
– Spray-painting peripheral components	4,645	7,135
– Powder-coating peripheral components	13,081	18,949
Stamping components	16,078	14,599
Plastic components	24,651	26,327
	58,455	67,010

Geographical information

The Company is domiciled in the Cayman Islands with the Group’s major operations in the PRC. All external revenue of the Group for the six months ended 30 June 2022 and 2021 are attributable to customers incorporated in the PRC, the place of domicile of the Group’s operating entities. Substantially all the non-current assets of the Group are located in the PRC.

5. OTHER INCOME AND GAINS

	Six months ended 30 June	
	2022 <i>RMB'000</i> (unaudited)	2021 <i>RMB'000</i> (unaudited)
Interest income on bank deposits	21	17
Net sales of moulds and leftover	205	70
Government grants	105	274
	<u>331</u>	<u>361</u>

6. FINANCE COSTS

	Six months ended 30 June	
	2022 <i>RMB'000</i> (unaudited)	2021 <i>RMB'000</i> (unaudited)
Interest on bank borrowings	983	1,004
Interest on lease liabilities	8	61
Interest on other borrowings	194	347
Finance costs arising on early redemption of note receivables	248	240
Costs of guarantees on bank borrowings	17	–
	<u>1,450</u>	<u>1,652</u>

7. LOSS BEFORE TAX

Loss for the period has been arrived at after charging:

	Six months ended 30 June	
	2022 <i>RMB'000</i> (unaudited)	2021 <i>RMB'000</i> (unaudited)
Employee benefits expense (including directors' emoluments):		
Salaries, allowances and other benefits in kind	10,104	12,285
Contributions to defined contribution plan	1,116	939
Total employee benefits expenses	<u>11,220</u>	<u>13,224</u>
Auditors' remuneration	10	8
Depreciation of right-of-use assets (included in cost of sales and administrative expenses)	179	225
Depreciation of property, plant and equipment	1,964	2,100
Provision/(reversal) for impairment loss on trade receivables	67	(85)
Research and development costs recognised as expense (included in administrative expenses)	2,459	4,458
Cost of inventories recognised as an expense	<u>50,911</u>	<u>55,763</u>

8. INCOME TAX CREDIT/(EXPENSES)

	Six months ended 30 June	
	2022 RMB'000 (unaudited)	2021 RMB'000 (unaudited)
Deferred tax	<u>17</u>	<u>(21)</u>
Total income tax credit/(expenses) for the six months recognised in profit or loss	<u><u>17</u></u>	<u><u>(21)</u></u>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits during the periods ended 30 June 2022 and 2021. No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements as the Group had no assessable profits arising in or derived from Hong Kong for the periods ended 30 June 2022 and 2021.

PRC subsidiary is subject to PRC Enterprise Income Tax ("EIT") at 25% for the periods ended 30 June 2022 and 2021. No provision for PRC EIT has been made in the condensed consolidated financial statements as the Group had incurred losses for taxation purposes in the PRC for the periods ended 30 June 2022 and 2021.

Taxation arising in other jurisdiction is calculated at the rates prevailing in the relevant jurisdiction.

9. DIVIDENDS

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2022 (2021: nil).

10. LOSSES PER SHARE

	Three months ended 30 June		Six months ended 30 June	
	2022 (unaudited)	2021 (unaudited)	2022 (unaudited)	2021 (unaudited)
Loss for the period and attributable to owners of the Company (RMB'000)	<u>(2,634)</u>	<u>(2,048)</u>	<u>(3,595)</u>	<u>(3,682)</u>
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (in thousands)	<u>420,000</u>	<u>420,000</u>	<u>420,000</u>	<u>420,000</u>

For the three months ended and six months ended 30 June 2022 and 2021, the calculation of the basic losses per share attributable to owners of the Company was based on (i) loss attributable to owners of the Company and (ii) weighted average number of ordinary shares issued during all periods.

The diluted losses per share is equal to the basic losses per share as there were no dilutive potential ordinary shares in issue during all periods.

11. TRADE AND OTHER RECEIVABLES

	As at 30 June 2022 RMB'000 (unaudited)	As at 31 December 2021 RMB'000 (audited)
Current assets		
Trade receivables	38,553	45,741
Less: Provision for impairment losses on trade receivables	<u>(1,814)</u>	<u>(1,747)</u>
	36,739	43,994
Note receivables (<i>Note (i)</i>)	4,654	2,075
Deposits, prepayments and other receivables	<u>17,364</u>	<u>8,577</u>
	<u>58,757</u>	<u>54,646</u>
Non-current assets		
Deposits (<i>Note (ii)</i>)	<u>1,300</u>	<u>1,300</u>
	<u>60,057</u>	<u>55,946</u>

Notes:

- (i) Note receivables are received from customers under ordinary course of business. All of them are bank acceptance notes and commercial acceptance notes with a maturity period within six months.
- (ii) The amounts represent refundable performance securities for other borrowings.

An aging analysis of trade receivables based on the revenue recognition date was as follows:

	As at 30 June 2022 RMB'000 (unaudited)	As at 31 December 2021 RMB'000 (audited)
0 – 90 days	32,674	38,808
91 – 180 days	3,105	4,757
Over 180 days	<u>2,774</u>	<u>2,176</u>
	<u>38,553</u>	<u>45,741</u>

The credit terms granted to customers are varied and are generally the result of negotiations between individual customers and the Group. The credit period was ranging from 60 days to 180 days upon the issue of invoices to its customers for the period/year ended 30 June 2022 and 31 December 2021. No interest is charged on overdue receivables.

As at 30 June 2022, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately RMB5,840,000 (31 December 2021: approximately RMB6,902,000) which are past due as at the reporting date. These relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered.

Impairment assessment on trade receivables subject to ECL model

The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9. The debtors are grouped under a provision matrix based on shared credit risk characteristics. For the period ended 30 June 2022, additional provision of approximately RMB67,000 (31 December 2021: RMB85,000) was made against the gross amounts of trade receivables.

12. TRADE AND OTHER PAYABLES

	As at 30 June 2022 <i>RMB'000</i> (unaudited)	As at 31 December 2021 <i>RMB'000</i> (audited)
Trade payables	16,228	26,897
Other payables and accruals	10,147	10,489
Contract liabilities	153	52
	<hr/> 26,528 <hr/>	<hr/> 37,438 <hr/>

The following is an aged analysis of trade payables based on the invoice date:

	As at 30 June 2022 <i>RMB'000</i> (unaudited)	As at 31 December 2021 <i>RMB'000</i> (audited)
0 – 90 days	9,039	20,664
91 – 180 days	3,980	4,516
181 – 365 days	1,580	1,111
Over 365 days	1,629	606
	<hr/> 16,228 <hr/>	<hr/> 26,897 <hr/>

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Overview

The Group is a plastic and steel component processor for white goods of home washing machines and home refrigerators, which entails manufacturing of stamping components, plastic components, processing of spray-painting and powder-coating peripheral components, with headquarters in the Anhui province, the PRC.

The COVID-19 pandemic continues to affect the local market. Due to the rising number of COVID-19 diagnosed cases, the PRC Government has implemented a series of anti-epidemic measures from time to time to control the spread of COVID-19. It caused an adverse impact on the manufacturing and processing business of the Group as the production was suspended or delayed. For the six months ended 30 June 2022, the Group's revenue decreased by approximately 12.7% to approximately RMB58.5 million (2021: RMB67.0 million). The Group's recorded a loss position of approximately RMB3.6 million for the six months ended 30 June 2022. The loss for the six months ended 30 June 2022 decreased by RMB0.1 million or 2.7% compared to that of the corresponding period 2021.

Outlook

Based on actual production result in the first half of 2022 and taking into account the current production per-scheduled master plan for the Group, the Group's operation and management initiatives, the Group has a preview as follows:

- 1) In terms of cost and expense control in the second half of the year, the Group will continue to take a series of measures, including eliminating unnecessary expenses, reducing headcount, enhancing efficiency, raising production capacity and lowering manufacturing costs; planning to realise rational allocation of packaging materials and the maximum range of distribution, so as to reduce costs for product sales;
- 2) In terms of product quality and service, the Group will strive to refine the on-site customer follow-up services to the satisfaction of the customers, in the face of the downward adjustment of production schedule of existing customers;
- 3) In terms of the application of professional skills and advanced management, the Group will continue to enhance management skills and standards from external professional training institutions, in order to improve the overall quality of the enterprise and internal control capabilities. The Group has formed an automation technology improvement team, whose first focus will be projects on stamping, including optimisation and consolidation of work processes for stamping moulds, optimisation of product feeding direction, reduction of scrap material and raw material costs, and improvement of material utilisation rate, with a view to minimise product costs and strengthen the market competitiveness of its products;

- 4) As the Group's second largest customer will be increasing available tender and production capacity for the second half of the year, the Group anticipates growth in annual sales volume to this customer.

Last but not least, the Group will keep an open mind and, in light of the current outbreak of COVID-19, strongly strengthen the existing market share of its products and actively explore new business opportunities that are in line with the Group's development, with a view to achieving diversified business development of the Group.

FINANCIAL REVIEW

The revenue of the Group was approximately RMB58.5 million for the six months ended 30 June 2022 (2021: approximately RMB67.0 million), representing a decrease of approximately 12.7%, such decrease was mainly due to decrease in sale of refrigerator's spray-painting and powder-coating peripheral components.

The gross profit of the Group was approximately RMB6.9 million for the six months ended 30 June 2022, representing a decrease of approximately 34.9% as compared to that of corresponding period in 2021 of approximately RMB10.6 million. The gross profit margin for the six months ended 30 June 2022 was approximately 11.8%, which was decrease by approximately 4.1 percentage point as compared to that of corresponding period in 2021 of approximately 15.9%. The decrease in gross profit margin was mainly due to decrease in gross profit margin from spray-painting peripheral components, powder-coating peripheral components and plastic components.

OTHER INCOME AND GAINS

Other income and gains decreased from approximately RMB0.4 million for the six months ended 30 June 2021 to approximately RMB0.3 million for the six months ended 30 June 2022, representing a decrease of approximately 25.0%. Such decrease was mainly due to decrease in government grants recognised compared to that of corresponding period in 2021.

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses decrease from approximately RMB3.3 million for the six months ended 30 June 2021 to approximately RMB2.7 million for the six months ended 30 June 2022, representing a decrease of 18.2%. Such decrease was mainly due to decrease in sales and marketing staff costs compared to that of corresponding period in 2021.

ADMINISTRATIVE EXPENSES

Administrative expenses decrease from approximately RMB9.7 million for the six months ended 30 June 2021 to approximately RMB6.7 million for the six months ended 30 June 2022, representing a decrease of 30.9%. Such decrease was mainly due to decrease in research and development costs and administrative staff costs compared to that of corresponding period in 2021.

FINANCE COSTS

Finance costs decrease from approximately RMB1.7 million for the six months ended 30 June 2021 to approximately RMB1.5 million for the six months ended 30 June 2022, representing a decrease of 11.8%. Such decrease was mainly due to decrease in interest on other borrowings and bank borrowings compared to that of corresponding period in 2021.

INCOME TAX CREDIT/(EXPENSES)

Income tax credit for the period ended 30 June 2022 was approximately RMB17,000 while income tax expenses for the corresponding period in 2021 was approximately RMB21,000. The income tax credit incurred for the period ended 30 June 2022 was mainly due to the tax impact on the provision of expected credit loss on trade receivables.

LOSS FOR THE PERIOD AND ATTRIBUTABLE TO OWNERS OF THE COMPANY

As a result of the foregoing, the Group recorded a loss of approximately RMB3.6 million for the six months ended 30 June 2022 as compared to approximately RMB3.7 million for the six months ended 30 June 2021.

CHARGES OF ASSETS

The Group had pledged right-of-use assets and property, plant and equipment in the aggregate amount of approximately RMB25.2 million as at 30 June 2022 (31 December 2021: approximately RMB29.4 million).

CAPITAL COMMITMENT

As at 30 June 2022 and 31 December 2021, the Group had no capital commitments in relation to the purchase of property, plant and equipment in the PRC which had been contracted but not provided for.

CONTINGENT LIABILITIES

As at 30 June 2022 and 31 December 2021, the Group did not have any significant contingent liabilities.

USE OF PROCEEDS

The Group is to expand our market share and strengthen our market position in the steel and plastic component industry for white goods in the PRC.

After deduction of all related listing expenses and commissions, the net proceeds from the listing amounted to approximately HK\$18.4 million. Up to 30 June 2022, the Group has approximately utilised HK\$10.6 million of the net proceeds from the listing as follows:

Use of proceeds	As stated in Prospectus <i>HK\$'000</i>	Actual use of proceeds from the date of listing up to 30 June 2022 <i>HK\$'000</i>	Unused Amount <i>HK\$'000</i>	Expected timeline of full utilisation of the remaining net proceeds
Increasing production capacity of stamping components by acquisition of automatic roll manufacturing lines, stamping machines and the moulds required, and the related additional labour cost	4,100	3,202	898	By June 2023
Increasing production capacity of powder-coating peripheral components by acquisition of one new processing line and the related additional labour cost	4,200	–	4,200	By June 2023
Increasing production capacity of spray-painting components by acquisition of one new processing line and the related additional labour cost	2,700	–	2,700	By June 2023
Repayment of part of the Group's bank loans	6,700	6,700	–	
Using for general working capital purposes	700	700	–	
	-----	-----	-----	
Total	<u>18,400</u>	<u>10,602</u>	<u>7,798</u>	

Any net proceeds that were not applied immediately have been placed in the short-term demand deposits with authorised financial institutions or licensed banks as at 30 June 2022.

EMPLOYEES AND REMUNERATION POLICES

For the six months ended 30 June 2022, the Group had an average of 300 (30 June 2021: 364) employees. Total employees benefit expenses (including directors' emoluments) for the six months ended 30 June 2022 and the six months ended 30 June 2021 were approximately RMB11.2 million and approximately RMB13.2 million, respectively. Remuneration is determined with reference to market terms and formulated on the basis of performance, qualifications and experience of individual employee. In addition to a basic salary, discretionary bonuses were offered to those employees according to the assessment of individual performance.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

There were no significant investments held, material acquisitions or disposals of subsidiaries and affiliated companies by the Group during the six months ended 30 June 2022. Save as those disclosed in elsewhere in this announcement, there was no plan for material investments or capital assets as at 30 June 2022.

SUBSEQUENT EVENT

As from 30 June 2022 to the date of this announcement, the Board is not aware of any significant events requiring disclosure that have occurred.

DIVIDENDS

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2022 (2021: nil).

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

As at 30 June 2022, 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 its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) which were notified to the Company and the Hong Kong Stock Exchange Limited pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long position in the Shares

Name of Director	Capacity/ Nature of interest	Number of Shares held/ interested in	Percentage of shareholding
Mr. Fan Baocheng (“ Mr. Fan ”) (Note 1)	Interest in a controlled corporation	223,650,000	53.25%
Mr. Zhou Zhen Dong (“ Mr. Zhou ”) (Note 2)	Interest in a controlled corporation	91,350,000	21.75%

Notes:

- Mr. Fan beneficially owns 100% of the entire issued share capital of Wang Mao Investments Limited (“**Wang Mao Investments**”). Therefore, Mr. Fan is deemed, or taken to be, interested in all the Shares held by Wang Mao Investments for the purposes of the SFO. Mr. Fan is a director of Wang Mao Investments.
- Mr. Zhou beneficially owns 100% of the entire issued share capital of Season Empire Group Limited (“**Season Empire Group**”). Therefore, Mr. Zhou is deemed, or taken to be, interested in all the Shares held by Season Empire Group for the purposes of the SFO. Mr. Zhou is a director of Season Empire Group.

(ii) Long position in the ordinary shares of associated corporations

Name of Director	Name of associated corporation	Capacity/ Nature	Number of shares held/ interested in	Percentage of interest in the associated corporation
Mr. Fan	Wang Mao Investments	Beneficial owner	1	100%
Mr. Zhou	Season Empire Group	Beneficial owner	1	100%

Save as disclosed above, as at the date of this announcement, none of the Directors or Chief Executive had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which would be required pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHERS AND SHORT POSITION IN THE SHARES AND UNDERLYING SHARES

As at 30 June 2022, so far as our Directors are aware, the following persons (not being a Director or chief executive of our Company) had interests or short positions in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or options in respect of such share capital.

Long position in the Shares

Name	Capacity/ Nature of interest	Number of Shares held/ interested in	Percentage of interest in the Company
Wang Mao Investments	Beneficial interest	223,650,000	53.25%
Ms. Cao Lele (“ Ms. Cao ”) (<i>Note 1</i>)	Interest of spouse	223,650,000	53.25%
Season Empire Group	Beneficial interest	91,350,000	21.75%

Note:

- Ms. Cao is the spouse of Mr. Fan. Ms. Cao is deemed or taken to be interested in all Shares in which Mr. Fan has, or is deemed to have, an interest for the purpose of the SFO.

Save as disclosed above, as at 30 June 2022, the Company had not been notified by any party (not being a Director and chief executive of the Company) who had, or was deemed to have, interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register maintained by the Company pursuant to section 336 of the SFO.

DIRECTORS' INTEREST IN A COMPETING BUSINESS

For the six months ended 30 June 2022 and up to the date of this announcement, the Directors confirm that none of the Directors or Controlling Shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete, directly or indirectly, with the business of the Group.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2022, the Group's current assets were RMB107.6 million (31 December 2021: RMB109.7 million), of which RMB27.2 million (31 December 2021: RMB35.6 million) were cash and bank balances. As at 30 June 2022, the consolidated net asset value of the Group amounted to RMB75.1 million, representing a decrease of approximately 3.2% as compared to RMB77.6 million at 31 December 2021.

The gearing ratio (dividing debts comprising of bank borrowings, other borrowings and lease liabilities by total equity) of the Group was approximately 60.7% (31 December 2021: 45.5%).

As at 30 June 2022, the share capital of the Company was RMB3.4 million (31 December 2021: RMB3.4 million). The Group's consolidated reserves were RMB71.7 million (31 December 2021: RMB74.2 million). As at 30 June 2022, the Group had total current liabilities of RMB71.5 million (31 December 2021: RMB71.4 million), mainly comprising trade and other payables and bank borrowings. The total non-current liabilities of the Group amounted to RMB1.9 million (31 December 2021: RMB2.7 million), which represented other borrowings and deferred tax liabilities.

CAPITAL STRUCTURE OF THE GROUP

The capital structure of the Group consists of (i) debts, which include bank borrowings, other borrowings and lease liabilities; and (ii) equity reserves attributable to owners of the Company, comprising issued share capital and various reserves. All interest-bearing bank borrowings are repayable within one year. The other borrowings are repayable within five years. Both of them are denominated in RMB. The bank borrowings bear interest ranging from 3.55% to 5.50% (2021: 3.65% to 6.0%) per annum. The other borrowings bear interest at 10.63% per annum (2021: at 10.63% per annum). The Directors review the capital structure on a semi-annual basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the management of the Company, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debts or the redemption of existing debts. The Group's monetary assets, liabilities and transactions are mainly denominated in RMB. The Group was not engaged in any hedging by financial instruments in relation to exchange rate risk. The Group is closely monitoring the risk and will apply appropriate hedging instruments when it is needed.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed “Directors’ and chief executive’s interests and short positions in Shares, underlying Shares and debentures of the Company” and “Share Option Scheme” in this announcement, at no time during the six months ended 30 June 2022 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

During the six months ended 30 June 2022 and up to the date of this announcement, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the listed securities of the Company.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors in respect of the Shares of the Company (the “**Code of Conduct**”). The Company has made specific enquiry of all Directors and all Directors have confirmed that, they have fully complied with the required standard of dealings set out in the Code of Conduct and there was no event of any non-compliance for the six months ended 30 June 2022 and up to the date of this announcement.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Save as disclosed below, to the best knowledge of the Directors, during the period ended 30 June 2022 and up to the date of this announcement, the Company has complied with all the applicable code provisions of the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules. CG Code provision C.2.1 stipulates that the role of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Fan is the chairman of the Board and the chief executive officer of the Company. In view of Mr. Fan being one of the founders of the Group and has been operating and managing Chuzhou Xiezhong Home Appliance Accessories Co., Ltd* (滁州市協眾家電配件有限公司), the operating subsidiary of the Company, since 2010, the Board believes that it is in the best interest of the Group to have Mr. Fan taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the CG Code provision C.2.1 is appropriate in such circumstance.

The Directors will continue to review and consider splitting the roles of chairman and chief executive of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “**Share Option Scheme**”) on 31 March 2018. No share option has been granted under the Share Option Scheme for the period ended 30 June 2022 and up to the date of this announcement.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that the Company complies with the minimum of public float of 25% during the six months ended 30 June 2022 and up to the date of this announcement.

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

An audit committee has been established by the Board on 31 March 2018 with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The audit committee consists of three members, namely, Mr. Chan Chun Chi, Mr. Ho Ka Chun and Mr. Liang Chi, all being independent non-executive Directors. Mr. Chan Chun Chi currently serves as the chairman of the audit committee.

The primary duties of the Audit Committee include making recommendations to the Board on the appointment and approval of external auditors, reviewing and supervising the financial statements and material advice in respect of financial reporting, overseeing internal control procedures and corporate governance of the Company, supervising internal control and risk management systems of the Company and monitoring continuing connected transactions.

The audit committee and the management of the Company have reviewed the accounting principles and practices adopted by the Group and the unaudited condensed consolidated financial results of the Group for the period ended 30 June 2022. The audit committee is of the opinion that the unaudited condensed consolidated financial results of the Group for the period ended 30 June 2022 complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable requirements and that adequate disclosures have been made.

By order of the Board
Bao Shen Holdings Limited
Fan Baocheng
Chairman and Executive Director

Chuzhou City, the PRC, 10 August 2022

As at the date of this announcement, our executive directors are Mr. Fan Baocheng and Mr. Zhou Zhen Dong, and our independent non-executive directors are Mr. Liang Chi, Mr. Ho Ka Chun and Mr. Chan Chun Chi.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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

* *The English translation of Chinese name or words in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese name or words.*