



INTERIM REPORT 2022

MS GROUP HOLDINGS LIMITED
萬成集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock code: 1451



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chau Ching (*Chairman*)
Mr. Chung Kwok Keung Peter (*Chief Executive Officer*)
Mr. Chau Wai
Mr. Chung Leonard Shing Chun

Independent Non-Executive Directors

Mr. Asvaintra Bhanusak
Mr. Seto John Gin Chung
Mr. Yu Hon To David

BOARD COMMITTEES

Audit Committee

Mr. Yu Hon To David (*Chairman*)
Mr. Asvaintra Bhanusak
Mr. Seto John Gin Chung

Remuneration Committee

Mr. Seto John Gin Chung (*Chairman*)
Mr. Asvaintra Bhanusak
Mr. Yu Hon To David

Nomination Committee

Mr. Chau Ching (*Chairman*)
Mr. Seto John Gin Chung
Mr. Yu Hon To David

COMPANY SECRETARY

Mr. Ko Kam On

AUTHORISED REPRESENTATIVES

Mr. Chung Kwok Keung Peter
Mr. Chung Leonard Shing Chun

AUDITORS

PricewaterhouseCoopers
(*Certified Public Accountants and
Registered Public Interest Entity Auditor*)

LEGAL ADVISOR

David Fong & Co.

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 907, 9/F., Enterprise Square Tower 1
9 Sheung Yuet Road, Kowloon Bay
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
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 BANKER

Bank of China (Hong Kong) Limited

CONSULTANT

First Shanghai Capital Limited

INVESTOR RELATIONS CONTACT

ir@sharpsuccess.cn

SHARE INFORMATION

Listing: The Main Board of the Stock Exchange
Board lot: 2,000 Shares
Stock code: 1451

COMPANY WEBSITE

www.mainsuccess.cn

FINANCIAL HIGHLIGHTS

The Board is pleased to present the unaudited interim results of the Group for the six months ended 30 June 2022, together with the comparative figures for the corresponding period of 2021. The interim results and condensed consolidated interim financial information have not been audited but have been reviewed by the Company's audit committee and independent auditor.

KEY FINANCIAL INFORMATION AND RATIOS (UNAUDITED)

		Six months ended 30 June	
		2022	2021
Revenue	HK\$'000	161,192	124,723
Gross profit	HK\$'000	50,456	37,324
Gross profit margin	%	31.3%	29.9%
Operating profit	HK\$'000	22,347	11,589
Profit attributable to equity holders	HK\$'000	12,947	6,572
Basic earnings per Share	HK cents	6.47	3.29
Interim dividend per Share	HK cents	Nil	Nil

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the six months ended 30 June 2022, the Group continued to engage in (i) the OEM Business, being the production and sales of plastic bottles and cups for infants and toddlers and plastic sports bottles on an OEM basis, predominately targeting the overseas markets; and (ii) the Yo Yo Monkey Business, being the production and sales of infant and toddler products under the “Yo Yo Monkey (優優馬騮)” brand primarily in the PRC market. The Group operates its Production Base situated in Wengyuan County, Shauguan City, Guangdong Province, the PRC.

Since early 2020, the worldwide outbreak of the COVID-19 pandemic (the “**COVID-19 Pandemic**”) has caused severe adverse impacts to economies on a global scale, including but not limited to the United States and the PRC, which are the two major economies related to the businesses of the Group. While the roll-out of vaccines and public health measures had set the global economy back on the path of recovery, the outbreak of the heightened armed conflict between Russia and Ukraine (the “**Ukraine Crisis**”) in the first half of 2022 had brought a new wave of adverse impacts to the global economy.

For the six months ended 30 June 2022, the Group recorded a year-on-year increase in total revenue, primarily driven by the increase in sales orders received from the major OEM Business customers of the Group. The year-on-year increase in revenue was mainly because the two largest customers of the Group, which are based in the United States, were optimistic and placed higher volume of product orders, which drove up the revenue of the Group, during the first quarter of 2022. Nonetheless, along with the unfavourable economic climate in the United States, the orders on hand of the Group demonstrated a notable declining trend since May 2022. Another factor which contributed to the year-on-year increase in revenue for the first half of 2022 was that sales orders of approximately HK\$12 million were delayed from the fourth quarter of 2021 to the first quarter of 2022 due to logistics arrangements. On the other hand, the revenue from the Yo Yo Monkey Business had not yet recovered and recorded notable year-on-year decline for the six months ended 30 June 2022 due to among other factors, economic impacts from the COVID-19 Pandemic, unfavourable industry conditions and the declining birth rate in the PRC. Overall, the Group achieved a year-on-year increase in profitability for the first half of 2022 thanks to the favourable performance of the OEM Business of the Group during the period.

FINANCIAL REVIEW

The following table sets out the key financial figures of the Group for the six months ended 30 June 2022, with comparative figures for the six months ended 30 June 2021.

	Unaudited	
	Six months ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Revenue	161,192	124,723
Gross profit	50,456	37,324
Profit before income tax	18,969	9,440
Net profit attributable to equity holders	12,947	6,572

MANAGEMENT DISCUSSION AND ANALYSIS

Revenue

OEM Business

The principal products of the OEM Business are plastic bottles and, by product nature, the market demand of which was not materially affected by the COVID-19 Pandemic and the Ukraine Crisis as compared with many other industries. For the six months ended 30 June 2022, revenue generated from the OEM Business amounted to approximately HK\$150.6 million, which represented a year-on-year increase of approximately 36.9%, as compared to approximately HK\$110.0 million for the corresponding period in 2021. The year-on-year increase in revenue was mainly because the two largest customers of the Group, which are based in the United States, were optimistic and placed higher volume of product orders, which drove up the revenue of the Group, during the first quarter of 2022. Nonetheless, along with the unfavourable economic climate in the United States, the orders on hand of the Group demonstrated a notable declining trend since May 2022. Another factor which contributed to the year-on-year increase in revenue for the first half of 2022 was that sales orders of approximately HK\$12 million were delayed from the fourth quarter of 2021 to the first quarter of 2022 due to logistics arrangements. For the first half of 2022, the two largest customers continued to be the major contributors of revenue for the OEM Business, where they respectively contributed revenue of approximately HK\$82.3 million (first half of 2021: approximately HK\$64.6 million) and HK\$50.3 million (first half of 2021: approximately HK\$38.1 million). For the first half of 2022, the revenue of the OEM Business generated from the PRC market amounted to approximately HK\$7.6 million (first half of 2021: approximately HK\$1.9 million).

Yo Yo Monkey Business

For the six months ended 30 June 2022, the Yo Yo Monkey Business recorded revenue of approximately HK\$10.6 million, which represented a decrease of approximately 27.9% as compared to approximately HK\$14.7 million for the corresponding period in 2021. The Yo Yo Monkey Business was impacted by the COVID-19 Pandemic and struggled to recover in view of, among other things, (i) the fierce price wars in the local market and the weakened economy together affected the sales of the products of the Group which target the mid-to-high-end market; and (ii) the shift in market trend to shop online rather than at retail shops which the Group had focused on; and (iii) the declining birth rate in the PRC, where the birth rate in 2021 was the lowest recorded in decades.

Gross profit

The gross profit of the Group was approximately HK\$50.5 million, representing a gross profit margin of approximately 31.3%, for the six months ended 30 June 2022, as compared to the gross profit of approximately HK\$37.3 million, representing a gross profit margin of approximately 29.9%, for the six months ended 30 June 2021.

For the six months ended 30 June 2022, the gross profit margin of the OEM Business was approximately 31.2% (first half of 2021: approximately 28.6%) and the gross profit margin of the Yo Yo Monkey Business was approximately 32.5% (first half of 2021: approximately 39.7%). The slight increase in the gross profit margin of the OEM Business was mainly attributable to the increase in revenue which enhanced economies of scale through lowering the proportion of fixed cost. The performance of the Yo Yo Monkey Business was impacted by the COVID-19 Pandemic and the low birth rate in the PRC. Also, the selling price was reduced in response to the competitive business environment. Thus, the gross profit of the Yo Yo Monkey Business was lower in the first half of 2022. The changes in gross profit margin of the Group was also influenced by the increase in raw material costs.

Selling expenses

The selling expenses of the Group was approximately HK\$8.4 million for the six months ended 30 June 2022, representing a decrease of approximately HK\$0.1 million or 0.4% as compared to approximately HK\$8.5 million for the six months ended 30 June 2021. Such decrease was mainly attributable to the reduction in marketing and promotional spending for the Yo Yo Monkey Business, such as through reducing trade show participation, in the first half of 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative expenses

The administrative expenses of the Group amounted to approximately HK\$21.7 million for the six months ended 30 June 2022, representing a year-on-year increase of approximately HK\$5.0 million. Such increase was mainly because of (i) the additional staff cost amounting to approximately HK\$3.2 million; and (ii) the change in expected credit losses for trade receivables of approximately HK\$0.5 million. The administrative expenses of the Group accounted for approximately 13.5% of total revenue for the six months ended 30 June 2022, representing an increase as compared to approximately 13.4% of total revenue for the six months ended 30 June 2021.

Other income/expenses and gains/losses

The Group recorded other net income and gains of approximately HK\$2.1 million for the six months ended 30 June 2022, as compared to the other net expenses and losses of approximately HK\$0.5 million for the six months ended 30 June 2021. The other income and gains were mainly sundry income, which primarily included government grants of approximately HK\$1.6 million and exchange gains of approximately HK\$0.4 million.

Finance income/expenses

The Group incurred net finance income of approximately HK\$153,000 for the six months ended 30 June 2022, as compared to the net finance expense of approximately HK\$64,000 for the six months ended 30 June 2021. The finance expenses were mainly interest expenses for the utilisation of bill facilities and lease liabilities, whilst the finance income was mainly bank depositary interest.

Share of result of associates

The Group recorded a share of losses of associates of approximately HK\$3.5 million for the six months ended 30 June 2022, which was approximately HK\$2.1 million for the six months ended 30 June 2021. It was primarily attributable to the amortisation of intangible assets identified during the acquisition which amounted to approximately HK\$1.6 million and the share of loss amounting to approximately HK\$1.9 million in relation to Group's 40% interest in BRH2 Plastics, LLC.

Net profit

The Group recorded a net profit of approximately HK\$12.9 million for the six months ended 30 June 2022, as compared to a net profit of approximately HK\$6.6 million for the six months ended 30 June 2021. The improvement in net profit was mainly attributable to the improvement in revenue and gross profit margin of the OEM Business, which were primarily driven by the increase in sales orders from the major OEM Business customers.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 June 2022, the cash and cash equivalents of the Group amounted to approximately HK\$140.7 million (31 December 2021: approximately HK\$123.2 million). The cash and cash equivalents of the Group as at 30 June 2022 were primarily denominated in Hong Kong dollars, Renminbi and US dollars and were mainly contributed by the cash generated from operating activities of the Group. The Group had net cash generated from operating activities of approximately HK\$21.1 million for the six months ended 30 June 2022, which was primarily driven by profit before taxation of HK\$19.0 million. As at 30 June 2022, the Group maintained banking facilities of HK\$30.0 million (31 December 2021: HK\$30.0 million). As at 30 June 2022, the gearing ratio of the Group (being total interest-bearing borrowings divided by total equity) was Nil (31 December 2021: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL COMMITMENT AND CAPITAL EXPENDITURE

As at 30 June 2022, the Group had no capital commitment (31 December 2021: Nil).

For the first half of 2022, the capital expenditure of the Group (being gross addition of property, plant and equipment) was approximately HK\$1,589,000 (first half of 2021: approximately HK\$567,000). Such capital expenditure was primarily for the acquisition of new machineries, tools and equipment.

TREASURY POLICY

The Group had a sufficient level of cash and banking facilities for the conduct of its trade in the normal course of business during the six months ended 30 June 2022. The management will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of any future growth opportunities.

EXCHANGE RATE RISK

The transactions of the Group are primarily denominated in US dollars, Renminbi and Hong Kong dollars. In particular, sales are primarily made in US dollars whereas payments of staff wages and salaries are in Renminbi and Hong Kong dollars. The Group is exposed to exchange rate risk, especially from the fluctuation of the value of Renminbi.

For the six months ended 30 June 2022, the Group recorded a gain on foreign exchange of approximately HK\$0.4 million (first half of 2021: loss on foreign exchange of approximately HK\$0.2 million).

The Group had not used any derivatives to hedge its exposure to foreign exchange risk during the six months ended 30 June 2022. The management of the Company will continue to monitor the Group's foreign currency risk exposure and to ensure that it is kept at an acceptable level.

CHARGE ON ASSETS

None of the assets of the Group were pledged as at 30 June 2022 (31 December 2021: Nil).

MATERIAL ACQUISITION, DISPOSAL AND INVESTMENT

The Group (i) did not perform any material acquisition or disposal of subsidiaries, associates or joint ventures or investments during the six months ended 30 June 2022; and (ii) did not hold any significant investment as at 30 June 2022.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have future plans for material investments and capital assets during the six months ended 30 June 2022 and up to the date of this interim report.

MANAGEMENT DISCUSSION AND ANALYSIS

CONTINGENT LIABILITIES

As at 30 June 2022, the Group had no material contingent liabilities, nor was aware of any pending or potential material legal proceedings involving the Group.

EVENTS AFTER THE REPORTING PERIOD

As at the date of this interim report, there is no other material change or major event required to be disclosed by the Company after 30 June 2022.

USE OF PROCEEDS FROM THE LISTING

The aggregate net proceeds to the Company from the Listing (involving the issue of a total of 50,000,000 Shares at the offer price of HK\$1.34 per Share), after deducting related underwriting fees and other expenses in connection with the Listing, was approximately HK\$48.6 million.

As at 30 June 2022, the majority of the net proceeds from the Listing had already been utilised according to the manner described in (i) the section headed “Future plans and use of proceeds” in the Prospectus; and (ii) the reallocation of the unutilised use of proceeds stated in the announcement of the Company dated 11 March 2022. The details of use of proceeds are illustrated below:

	Original allocation of use of net proceeds from the Listing⁽¹⁾ HK\$ million	Reallocated use of net proceeds from the Listing⁽²⁾ HK\$ million	Actual utilisation up to 31 December 2021 HK\$ million	Actual utilisation up to 30 June 2022 HK\$ million	Unutilised amounts as at 30 June 2022 HK\$ million
Expansion of production capabilities	17.7	21.7	17.7	19.7	2.0
Development of the Yo Yo Monkey Business	13.0	19.1	13.0	15.7	3.4
Strengthening the client base of the OEM Business	5.3	2.1	2.1	2.1	—
Improve product development capabilities	8.8	1.9	1.9	1.9	—
Working capital and administrative expenses	3.8	3.8	3.8	3.8	—
Total	48.6	48.6	38.5	43.2	5.4

Notes:

(1) Based on the allocation stated in the Prospectus.

(2) Based on the reallocation described in the announcement of the Company dated 11 March 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

As shown in the above table, as at 30 June 2022, the total utilised amount was approximately HK\$43.2 million and the total unutilised amount was approximately HK\$5.4 million. The unutilised amount was deposited in short-term demand deposits with authorised financial institutions and/or licensed banks in Hong Kong. Such unutilised amount was related to the expansion of production capabilities and development of the Yo Yo Monkey Business. The principal reason for the slow down in the utilisation of the proceeds was the uncertainties brought forward by (i) the outbreak of the trade war between the United States and the PRC; (ii) the adverse impact of COVID-19 Pandemic on a worldwide scale; and (iii) the recent outbreak of the Ukraine Crisis. The Group therefore remained conservative on its marketing expenses and product development spending, rather than hastily expanding at a rapid pace. Nonetheless, following the reallocation of the unutilised use of proceeds stated in the announcement of the Company dated 11 March 2022, the Group expects the unutilised amounts can be fully utilised in the near term. The Directors currently expect the net proceeds to be fully utilised by 31 December 2022 in accordance with the following:

	Unutilised amounts as at 30 June 2022	Expected total utilisation amount for the 6 months ending 31 December 2022
	HK\$ million	HK\$ million
Expansion of production capabilities	2.0	2.0
Development of the Yo Yo Monkey Business	3.4	3.4
Total	5.4	5.4

The Directors expect to improve the overall performance of the Group through the upcoming utilisation of the net proceeds from the Listing.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2022, the Group had 744 full-time employees (30 June 2021: 758), where the number of employees as at 30 June 2022 was comparable with that as at 30 June 2021. Nonetheless, the Group aims to further enhance the automation of the Production Base to streamline production processes and minimise labour demand and costs, for the enhancement of the profitability of the Group.

The Group places strong emphasis on the development and training of employees so as to equip them with the requisite skills and safety knowledge in performing their duties and to enhance the competitiveness of the Group.

Employees are remunerated and granted bonus based on their performance, work experience and prevailing market conditions. In compliance with the statutory requirements in the PRC, the Group participates in a social insurance scheme and a housing provident fund. The social insurance scheme includes pension insurance, medical insurance, maternity insurance, unemployment insurance and injury insurance. For the Hong Kong employees, the Group contributes to the Mandatory Provident Fund scheme as applicable. Employee benefit expenses of the Group for the first half of 2022 was approximately HK\$40.9 million (first half of 2021: approximately HK\$35.5 million).

MANAGEMENT DISCUSSION AND ANALYSIS

The Group has adopted a Share Option Scheme under which employees of the Group may be granted an opportunity to acquire equity interests in the Company in recognition of their contributions to the Group. On 7 June 2021, the Company granted 6,000,000 share options to the Directors, senior management and certain employees of the Group to subscribe for an aggregate of 6,000,000 Shares. For further details, please refer to the announcement of the Company dated 7 June 2021 and note 19 to the condensed consolidated interim financial information of the Company in this interim report.

PROSPECTS

The future has become even more unpredictable. The roll out of vaccines and public health measures had, to a certain extent, eased the COVID-19 Pandemic, but the outbreak of the Ukraine Crisis in the first half of 2022 gave another blow to the global economy. The prolonged COVID-19 Pandemic, together with high inflation and weakened consumer confidence in the major economies following the Ukraine Crisis, are some of the factors that cast significant doubt on the economic outlook, which may in turn cause an adverse impact towards the performance of the businesses of the Group.

The Group had recorded a year-on-year growth in revenue and profit for the six months ended 30 June 2022, such increase was mainly because (i) major customers based in the United States took an optimistic view of the market during the first quarter of 2022; and (ii) certain sales orders, which were supposed to be placed in the fourth quarter of 2021, were delayed and placed in early 2022. However, along with the unfavourable economic climate in the United States, the orders on hand of the Group demonstrated a notable declining trend since May 2022, therefore the performance of the Group in the second half of 2022 is challenging.

The OEM Business is dependent on the United States market as a significant portion of revenue is derived from customers based in the United States. The OEM Business is facing immense challenges from the high inflation and weakened consumer confidence in the United States, which are not expected to be sorted out in the near term. The Group will continue to proactively develop this business segment, including (i) liaising with existing customers to obtain sales orders for both existing and new product lines; (ii) liaising with potential customers on a worldwide basis to expand revenue stream, with an aim to gradually diversify the present focus on the United States market; (iii) enhancing production capabilities to better fulfill the diverse needs of customers; and (iv) further exploring the PRC market by leveraging the experiences accumulated with overseas customers and the connections obtained through the Yo Yo Monkey Business.

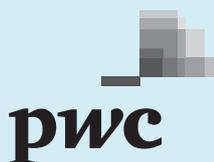
The Yo Yo Monkey Business is dependent on the PRC market and the performance of the business has been and is expected to continue to be challenged by (i) the COVID-19 Pandemic, which caused lock-downs and economic downturns; (ii) fierce local competition, particularly resulting from the shift from offline to online market, which undermined the sales of the Group; and (iii) the record-low birth rate in the PRC in decades, which weakened industry product demand. However, the Group believes that the Yo Yo Monkey Business is well positioned to capture the growing potential in the PRC market in light of, among other things, (i) “Yo Yo Monkey (優優馬騮)” is one of the few quality baby brand products originated from Hong Kong that has established its market presence in the PRC over the years; and (ii) the recent three-child policy in the PRC, which may help to increase future birth rate, hence product demand. Moreover, in order to cope with the gradual shift in market landscape from offline to online sales, the Group has continuously placed efforts on enhancing its internet platforms with a view to better capture sales opportunities.

MANAGEMENT DISCUSSION AND ANALYSIS

In respect of BRH2 Plastics, LLC (a 40% owned associate of the Company), its performance was also affected by the negative macro-economic environment. The Group expects it can generate more synergies when the market conditions further improve.

While the business environment may be unavoidably volatile and uncertain, the Group will continue to review its business strategies. With the goals of achieving sustainable growth and delivering value to the Shareholders in mind, the Directors will continue to devote their best efforts to ensure business chances are well captured and resources are well utilised. The long term strategic relationships established with business partners (including customers and suppliers) and the accumulated industry reputation and experience are part of the core competitiveness of the Group. The Group, together with its business partners and employees as a whole, will bravely move forward, cautiously overcome obstacles and satisfactorily reach goals in future.

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION FROM INDEPENDENT AUDITOR



羅兵咸永道

To the Board of Directors of MS Group Holdings Limited
(incorporated in Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 13 to 30, which comprises the condensed consolidated interim statement of financial position of MS Group Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2022 and the condensed consolidated interim income statement, the condensed consolidated interim statement of comprehensive income, the condensed consolidated interim statement of changes in equity and the condensed consolidated interim statement of cash flows for the six-month period then ended, and notes, comprising significant accounting policies and other explanatory information. 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 Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion 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 of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 24 August 2022

PricewaterhouseCoopers, 22/F Prince’s Building, Central, Hong Kong
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CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

For the six months ended 30 June 2022

	Note	Unaudited Six months ended 30 June	
		2022 HK\$'000	2021 HK\$'000
Revenue	6	161,192	124,723
Cost of sales		(110,736)	(87,399)
Gross profit		50,456	37,324
Selling expenses		(8,451)	(8,482)
Administrative expenses		(21,733)	(16,722)
Other income		1,713	124
Other gains/(losses), net		362	(655)
Operating profit		22,347	11,589
Finance income		429	220
Finance expenses		(276)	(284)
Finance income/(expenses), net	7	153	(64)
Share of result of associates	18	(3,531)	(2,085)
Profit before taxation	8	18,969	9,440
Taxation	9	(6,022)	(2,868)
Profit for the period		12,947	6,572
Attributable to:			
— Equity holders of the Company		12,947	6,572
		HK Cents	HK Cents
Profit per share attributable to equity holders of the Company during the period			
Basic and diluted	11	6.47	3.29

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2022

	Unaudited	
	Six months ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Profit for the period	12,947	6,572
Item that may be subsequently reclassified to income statement:		
Exchange translation differences	(5,619)	1,408
Other comprehensive (loss)/income for the period, net of tax	(5,619)	1,408
Total comprehensive income for the period	7,328	7,980
Total comprehensive income for the period attributable to:		
— Equity holders of the Company	7,328	7,980

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

As at 30 June 2022

	Note	Unaudited 30 June 2022 HK\$'000	Audited 31 December 2021 HK\$'000
ASSETS			
Non-current assets			
Property, plant and equipment	12	31,581	35,013
Investment in associates	18	14,630	18,161
Right-of-use assets		8,275	1,706
		54,486	54,880
Current assets			
Inventories		38,245	40,999
Trade and other receivables	13	30,357	31,252
Deposits and prepayments		8,851	5,424
Cash and cash equivalents		140,686	123,216
		218,139	200,891
Total assets		272,625	255,771
EQUITY			
Equity attributable to the Company's equity holders			
Share capital	15	20,000	20,000
Share premium		36,614	36,614
Other reserves		4,144	9,080
Retained earnings		150,333	137,386
Total equity		211,091	203,080

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

As at 30 June 2022

	Note	Unaudited 30 June 2022 HK\$'000	Audited 31 December 2021 HK\$'000
LIABILITIES			
Non-current liabilities			
Lease liabilities		4,417	—
Deferred income tax liabilities		3,243	3,540
		7,660	3,540
Current liabilities			
Trade and other payables	14	38,858	41,890
Lease liabilities		3,869	1,861
Tax payable		11,147	5,400
		53,874	49,151
Total liabilities		61,534	52,691
Total equity and liabilities		272,625	255,771
Net current assets		164,265	151,740

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2022

	Unaudited						
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Exchange reserve HK\$'000	Share based payment reserve HK\$'000	Retained earnings HK\$'000	Total equity HK\$'000
Balance at 1 January 2021	20,000	36,614	131	4,361	—	121,974	183,080
Comprehensive income:							
Profit for the period	—	—	—	—	—	6,572	6,572
Other comprehensive loss:							
Exchange translation differences	—	—	—	1,408	—	—	1,408
Total comprehensive income for the period ended 30 June 2021	—	—	—	1,408	—	6,572	7,980
Transactions with equity holders:							
Share-based payments	—	—	—	—	127	—	127
Total transactions with equity holders	—	—	—	—	127	—	127
Balance at 30 June 2021	20,000	36,614	131	5,769	127	128,546	191,187
Balance at 1 January 2022	20,000	36,614	131	8,061	888	137,386	203,080
Comprehensive income:							
Profit for the period	—	—	—	—	—	12,947	12,947
Other comprehensive loss:							
Exchange translation differences	—	—	—	(5,619)	—	—	(5,619)
Total comprehensive income for the period ended 30 June 2022	—	—	—	(5,619)	—	12,947	7,328
Transactions with equity holders:							
Share-based payments	—	—	—	—	683	—	683
Total transactions with equity holders	—	—	—	—	683	—	683
Balance at 30 June 2022	20,000	36,614	131	2,442	1,571	150,333	211,091

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

For the six months ended 30 June 2022

	Unaudited	
	Six months ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Cash flows from operating activities		
Cash generated from operations	21,465	26,236
Tax paid	(363)	(2,880)
Net cash generated from operating activities	21,102	23,356
Cash flows from investing activities		
Purchases of property, plant and equipment	(1,589)	(567)
Payment for acquisition of associates	—	(21,312)
Interest received	429	220
Net cash used in investing activities	(1,160)	(21,659)
Cash flows from financing activities		
Interest paid	(276)	(284)
Payment of principal element of lease liabilities	(2,196)	(2,094)
Net cash used in financing activities	(2,472)	(2,378)
Net increase/(decrease) in cash and cash equivalents	17,470	(681)
Cash and cash equivalents at 1 January	123,216	121,903
Cash and cash equivalents at 30 June	140,686	121,222

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1 CORPORATE INFORMATION AND BASIS OF PRESENTATION

General information

MS Group Holdings Limited (the “**Company**”) is a limited liability company incorporated in the Cayman Islands on 9 March 2017. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company and its subsidiaries (together, the “**Group**”) are principally engaged in the manufacture and sales of plastic bottles and cups for infants and toddlers and plastic sports bottles.

The controlling shareholders of the Company are Mr. Chung Kwok Keung Peter (“**Mr. Chung**”) and Mr. Chau Ching (“**Mr. Chau**”) (together, the “**Controlling Shareholders**”).

This condensed consolidated interim financial information is presented in thousands of Hong Kong dollars (“**HK\$000**”), unless otherwise stated.

2 BASIS OF PREPARATION AND PRESENTATION

This unaudited condensed consolidated interim 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 (“**HKICPA**”) and applicable disclosure requirements of the Listing Rules.

The condensed consolidated interim financial information should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

3 ACCOUNTING POLICIES

The accounting policies and methods of computation used in the preparation of this unaudited condensed consolidated interim financial information are consistent with those used in the Group’s consolidated financial statements for the year ended 31 December 2021 except for taxes on income in the interim periods that are accrued using the tax rate that would be applicable to expected total annual earnings. A number of new or amended standards became applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of this condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2021.

5 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk and liquidity risk.

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

There have been no changes in the risk management policies since the year ended 31 December 2021.

(b) Fair value estimation

The carrying amounts of the Group's financial assets and liabilities approximate their fair values due to the short-term maturities of these assets and liabilities.

6 SEGMENT INFORMATION

The Group is principally engaged in manufacturing and sale of plastic bottles and cups for infants and toddlers and plastic sports bottles to original equipment manufacturing business (the "OEM Business") customers, and customers under its own brand. An analysis of the Group's revenue is as follows:

	Unaudited Six months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Revenue		
OEM Business customer products	150,581	110,014
Own brand products	10,611	14,709
	161,192	124,723

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

6 SEGMENT INFORMATION (Continued)

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker that are used for making strategic decisions. The chief operating decision-maker is identified as an executive director of the Company. The chief operating decision-maker considers the business from a product perspective and assesses the performance of the operating segments based on a measure of gross profit for the purpose of allocating resources. No analysis of segment assets or segment liabilities is regularly provided to the chief operating decision-maker.

The management has identified two operating segments, based on the types of products, namely (i) manufacture and sale of plastic infants products to OEM Business customers; and (ii) design, manufacture and sale of own brand infant products.

The segment information provided to the chief operating decision-maker for the six months ended 30 June 2022 (unaudited) is as follows:

	OEM Business customer products HK\$'000	Own brand products HK\$'000	Total HK\$'000
Segment revenue from external customers			
Timing of revenue recognition — at a point in time	150,581	10,611	161,192
Cost of sales	(103,578)	(7,158)	(110,736)
Gross profit	47,003	3,453	50,456
Selling expenses			(8,451)
Administrative expenses			(21,733)
Other income			1,713
Other gains, net			362
Finance income, net			153
Share of result of associates			(3,531)
Profit before taxation			18,969
Taxation			(6,022)
Profit for the period			12,947

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

6 SEGMENT INFORMATION (Continued)

The segment information provided to the chief operating decision-maker for the six months ended 30 June 2021 (unaudited) is as follows:

	OEM Business customer products HK\$'000	Own brand products HK\$'000	Total HK\$'000
Segment revenue from external customers			
Timing of revenue recognition — at a point in time	110,014	14,709	124,723
Cost of sales	(78,523)	(8,876)	(87,399)
Gross profit	31,491	5,833	37,324
Selling expenses			(8,482)
Administrative expenses			(16,722)
Other income			124
Other losses, net			(655)
Finance expenses, net			(64)
Share of result of associates			(2,085)
Profit before taxation			9,440
Taxation			(2,868)
Profit for the period			6,572

7 FINANCE INCOME/(EXPENSES), NET

	Unaudited Six months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Interest on bills payables	(224)	(160)
Interest expenses on lease liabilities	(52)	(124)
Bank interest income	429	220
	153	(64)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

8 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

	Unaudited	
	Six months ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Cost of inventory	67,302	49,278
Provision for the impairment loss on inventory	2,761	—
Employee benefit expenses	40,939	35,515
Management fee expenses	1,239	1,241
Depreciation of property, plant and equipment (Note 12)	3,760	4,359
Depreciation of right-of-use assets	2,054	2,009
Change in expected credit losses for trade receivables	549	(32)
Loss on disposal/write-off of property, plant and equipment	17	139
Government grants	(1,582)	—

9 TAXATION

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the period. The Peoples' Republic of China ("PRC") enterprise income tax has been calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the PRC.

The amount of taxation charged to the condensed consolidated interim income statement represents:

	Unaudited	
	Six months ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
Current — Hong Kong		
Provision for the period	4,537	1,702
Current — PRC		
Provision for the period	1,606	1,382
Under-provision in respect of prior years	176	—
Deferred		
Provision for the period	(297)	(216)
Taxation charge	6,022	2,868

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

10 DIVIDENDS

No dividends had been paid or declared by the Company for the six months ended 30 June 2022 (2021: Nil).

11 EARNINGS PER SHARE — BASIC AND DILUTED

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective periods.

	Unaudited Six months ended 30 June	
	2022	2021
Profit attributable to owners of the Company (HK\$'000)	12,947	6,572
Weighted average number of ordinary shares in issue (thousands)	200,000	200,000
Basic earnings per share (Hong Kong cents)	6.47	3.29

(b) Diluted earnings per share

Diluted earnings per share for the period ended 30 June 2022 and 2021 are equal to the basic earnings per share as the potential dilutive ordinary shares arising from exercise of the outstanding share options would be anti-dilutive.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

12 PROPERTY, PLANT AND EQUIPMENT

	Decoration HK\$'000	Furniture and fixtures HK\$'000	Office equipment HK\$'000	Plants and machinery HK\$'000	Tools and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
At 31 December 2021 (audited)							
Cost	15,263	1,448	5,627	65,872	17,161	4,419	109,790
Accumulated depreciation	(5,972)	(1,417)	(4,097)	(43,570)	(15,909)	(3,812)	(74,777)
Net book amount	9,291	31	1,530	22,302	1,252	607	35,013
Period ended 30 June 2022 (unaudited)							
Opening net book amount	9,291	31	1,530	22,302	1,252	607	35,013
Exchange differences	(248)	—	(88)	(885)	—	(23)	(1,244)
Additions	—	5	29	1,555	—	—	1,589
Disposals/write-off	—	—	—	—	—	(17)	(17)
Depreciation charge	(375)	(6)	(399)	(2,079)	(766)	(135)	(3,760)
Closing net book amount	8,668	30	1,072	20,893	486	432	31,581
At 30 June 2022 (unaudited)							
Cost	14,933	1,452	5,448	65,872	17,161	4,160	109,026
Accumulated depreciation	(6,265)	(1,422)	(4,376)	(44,979)	(16,675)	(3,728)	(77,445)
Net book amount	8,668	30	1,072	20,893	486	432	31,581

13 TRADE AND OTHER RECEIVABLES

	Unaudited 30 June 2022 HK\$'000	Audited 31 December 2021 HK\$'000
Trade receivables	32,216	33,535
Loss allowance	(2,911)	(2,362)
Other receivables	29,305 1,052	31,173 79
	30,357	31,252

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

13 TRADE AND OTHER RECEIVABLES (Continued)

The Group has established credit policies for customers in each of its businesses. The average credit period granted for trade receivables ranges from 30 to 90 days. The carrying values of trade and other receivables approximate their fair values.

The ageing analyses of the Group's trade receivables by invoice dates are as follows:

	Unaudited 30 June 2022 HK\$'000	Audited 31 December 2021 HK\$'000
0 – 30 days	16,291	23,130
31 – 60 days	6,432	1,318
61 – 90 days	1,510	2,254
Over 90 days	5,072	4,471
	29,305	31,173

14 TRADE AND OTHER PAYABLES

	Unaudited 30 June 2022 HK\$'000	Audited 31 December 2021 HK\$'000
Trade payables	10,731	13,225
Accruals and other payables	24,623	23,585
Contract liabilities (Note)	3,504	5,080
	38,858	41,890

The carrying values of trade and other payables approximate their fair values.

Note: Contract liabilities of HK\$3,026,000 included in the balance as at 1 January 2022 were recognised as revenue during the period ended 30 June 2022.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

14 TRADE AND OTHER PAYABLES (Continued)

The ageing analyses of the Group's trade payables by invoice dates are as follows:

	Unaudited 30 June 2022 HK\$'000	Audited 31 December 2021 HK\$'000
0 – 30 days	9,201	8,430
31 – 60 days	—	3,126
61 – 90 days	37	42
Over 90 days	1,493	1,627
	10,731	13,225

The credit period for the trade payables for the Group's business generally ranges from 30 to 90 days.

15 SHARE CAPITAL

	No. of shares	Amount HK\$'000
Ordinary shares of HK\$0.1 each, authorised:		
At 30 June 2021 (unaudited), 31 December 2021 and 30 June 2022 (unaudited)	3,800,000,000	380,000
Ordinary shares of HK\$0.1 each, issued and fully paid:		
At 30 June 2021 (unaudited), 31 December 2021 and 30 June 2022 (unaudited)	3,800,000,000	20,000

16 CONTINGENT LIABILITIES

As at 30 June 2022 and 31 December 2021, the Group had no significant contingent liabilities.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

17 RELATED PARTY TRANSACTIONS

A summary of significant related party transactions is set out below:

Name of related party	Relationship with the Group
Kwong Fai Trading Limited (“ Kwong Fai ”)	Jointly controlled by Mr. Chung and his spouse
Penghui Qiye (Wengyuan) Company Limited (“ Penghui ”)	Controlled by Controlling Shareholders

(a) Continuing transactions

	Unaudited Six months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Kwong Fai		
— Depreciation of right-of-use assets	322	330
— Interest expenses on lease liabilities	4	24
Penghui		
— Management fee expenses	1,163	1,154
— Depreciation of right-of-use assets	1,732	1,679
— Interest expenses on lease liabilities	48	100

The above transactions with related parties were calculated in the ordinary course of business of the Group based on the terms mutually agreed between the relevant parties.

The Group leased certain premises with the aggregate carrying amount of right-of-use assets of HK\$8,275,000 and lease liabilities of HK\$8,286,000 as at 30 June 2022 from Kwong Fai and Penghui. During the period ended 30 June 2022, the lease payments paid to Kwong Fai and Penghui were HK\$365,000 (2021: HK\$378,000) and HK\$1,883,000 (2021: HK\$1,840,000), respectively.

On 30 May 2022, the Group has entered into the 2022 Lease Agreements with Kwong Fai and Penghui to renew the 2020 Lease Agreements for a term of two years commencing from 1 June 2022 and ending on 31 May 2024 (both days inclusive) for the ongoing business operations and development of the Group.

The terms of the 2022 Lease Agreements have been agreed by the parties after arm’s length negotiations and are on normal commercial terms. The monthly rental for each of the 2022 Lease Agreements was determined based on the fair rent value assessed by an independent valuer, which is in line with the prevailing market rent of other premises with conditions comparable to those under the 2022 Lease Agreements.

The aggregate value of the rental payable by the Group under the 2022 Lease Agreements for the two-year period is approximately HK\$9,058,000, which is expected to be financed by the internal resources of the Group. The aggregated value of the right-of-use assets to be recognised by the Group is approximately HK\$8,630,000.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

17 RELATED PARTY TRANSACTIONS (Continued)

(b) Key management compensation

During the period ended 30 June 2022, no transactions (2021: Nil) have been entered into with the directors of the Company (being the key management personnel) other than the emoluments paid or accrued to them (being key management personnel compensation).

18 INVESTMENT IN AN ASSOCIATE

In 2021, the Group acquired 40% interest in BRH2 Plastics, LLC at an aggregate consideration of HK\$23,250,000 (US\$3,000,000). The associate is principally engaged in the manufacturing and sale of custom-designed plastic products using injection molding machines for consumer goods, automotive and healthcare industries.

The amounts recognised in the condensed consolidated interim statement of financial position are as follows:

	Unaudited 30 June 2022 HK\$'000	Audited 31 December 2021 HK\$'000
Associates	14,630	18,161

Included in the balance is a goodwill of HK\$27,000 (31 December 2021: HK\$27,000). The share of result recognised in the condensed consolidated interim income statement for the six months ended 30 June 2022 comprised of a share of operating losses amounting to HK\$1,916,000 (2021: HK\$470,000) and an amortisation of intangible assets identified during the acquisition amounting to HK\$1,615,000 (2021: HK\$1,615,000).

19 SHARE-BASED PAYMENTS

The fair value of options granted is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g. the entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

19 SHARE-BASED PAYMENTS (Continued)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. Where share options are forfeited, any expenses previously recognised in relation to such share options are reversed effective from the date of the forfeiture.

The Company adopted a share option scheme pursuant to a written resolution of the Shareholders passed on 15 May 2018. 6,000,000 share options were granted to the Directors, senior management and certain employees of the Group on 7 June 2021.

Share-based payment amounted HK\$683,000 (2021: HK\$127,000) was recognised in the condensed consolidated interim income statement during the period ended 30 June 2022.

20 APPROVAL OF INTERIM FINANCIAL INFORMATION

The unaudited condensed consolidated interim financial information for the six months ended 30 June 2022 was approved by the Board on 24 August 2022.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 June 2022, the interests and short positions of the Directors and chief executive(s) 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 SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive has taken or deemed to have under such provisions of the SFO) and were recorded in the register maintained by the Company pursuant to section 352 of the SFO, or which were notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long position in the Shares/underlying Shares

Name of Directors/ chief executives	Capacity/Nature of Interest	Number of Shares held/interested	Approximate percentage of shareholding in the Company
Mr. Chung	Interest of a controlled corporation ^(Note 1)	75,000,000	37.5%
	Beneficial owner ^(Note 2)	200,000	0.1%
Mr. Chau	Interest of a controlled corporation ^(Note 3)	75,000,000	37.5%
	Beneficial owner ^(Note 2)	200,000	0.1%
Mr. Leonard Chung	Beneficial owner ^(Note 2)	800,000	0.4%
Mr. Chau Wai	Beneficial owner ^(Note 2)	800,000	0.4%
Mr. Yu	Beneficial owner ^(Note 2)	200,000	0.1%
Mr. Seto	Beneficial owner ^(Note 2)	200,000	0.1%
Mr. Asvaintra	Beneficial owner ^(Note 2)	200,000	0.1%
Mr. Cheung	Beneficial owner ^(Note 2)	800,000	0.4%
Mr. Ko	Beneficial owner ^(Note 2)	800,000	0.4%

Note 1: L.V.E.P. Holdings is 100% beneficially owned by Mr. Chung. Accordingly, Mr. Chung is deemed to be interested in the Shares held by L.V.E.P. Holdings under the SFO.

Note 2: These represent the Shares to be issued and allotted by the Company upon exercise of the share options granted under the Share Option Scheme.

Note 3: Ching Wai Holdings is 100% beneficially owned by Mr. Chau. Accordingly, Mr. Chau is deemed to be interested in the Shares held by Ching Wai Holdings under the SFO.

On 7 June 2021, the Company granted share options to all the Directors, Mr. Cheung and Mr. Ko pursuant to the Share Option Scheme. Details of which are set out in the announcement of the Company dated 7 June 2021 and the section headed "Share Option Scheme" in this interim report.

OTHER INFORMATION

Save as disclosed above, as at 30 June 2022, none of the Directors or chief executive(s) of the Company held any interests or short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this interim report, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate for the six months ended 30 June 2022.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 30 June 2022, as far as was known to the Directors or chief executive(s) of the Company, the following persons or corporations (other than the Directors and chief executives of the Company) had or were deemed or taken to have interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO or as otherwise notified to the Company:

Long position in the Shares

Name of Shareholder	Capacity/Nature of interest	Number of Shares held/interested	Approximate percentage of shareholding in the Company
L.V.E.P. Holdings	Beneficial owner	75,000,000	37.5%
Ching Wai Holdings	Beneficial owner	75,000,000	37.5%
Ms. Cheung	Interest of spouse ^(Note 1)	75,200,000	37.6%
Ms. Lee	Interest of spouse ^(Note 2)	75,200,000	37.6%

Note 1: Ms. Cheung is the spouse of Mr. Chau and is therefore deemed to be interested in the 75,000,000 Shares and 200,000 share options of the Company held by Mr. Chau under the SFO.

Note 2: Ms. Lee is the spouse of Mr. Chung and is therefore deemed to be interested in the 75,000,000 Shares and 200,000 share options of the Company held by Mr. Chung under the SFO.

Save as disclosed above, as at 30 June 2022, so far as the Directors were aware, no person (other than the Directors or chief executive(s) of the Company) had, or was deemed to have interests or short positions in the Shares and underlying Shares which were required to be recorded in the register of interests kept by the Company pursuant to section 336 of the SFO, and which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

SHARE OPTION SCHEME

The Company had adopted the Share Option Scheme pursuant to a written resolution of the Shareholders passed on 15 May 2018. The Share Option Scheme is an incentive scheme and is established to recognise the contributions that eligible participants have made or may make to the Group. The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and any other schemes of the Company shall not, in aggregate, exceed 20,000,000 Shares (representing 10% of the Shares in issue as at the date of adoption of the Share Option Scheme), unless otherwise approved by the Shareholders. The Board may at its discretion grant options to the following eligible participants:

- (i) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the “**Affiliate**”);
- (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner, adviser or contractor to the Group or an Affiliate; and
- (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser or contractor to the Group or an Affiliate.

Options may also be granted to any company wholly owned by one or more eligible participants. No option shall be granted to any eligible participant which, if exercised in full would result in the total number of Shares issued and to be issued upon exercise of the options already granted and to be granted to such eligible participant under the Share Option Scheme (including exercised, cancelled and outstanding share options) in any 12-month period up to and including the date of such grant exceeding 1% in aggregate of the Shares in issue. The exercise price for any Share under the Share Option Scheme shall be a price determined by the Board and notified to each grantee and shall not be less than the highest of (i) the closing price of a Share as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the relevant option, which must be a trading day; (ii) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange’s daily quotations sheets for the five trading days immediately preceding the date of grant of the relevant option; and (iii) the nominal value of a Share on the offer date.

Subject to the terms of the Share Option Scheme, the Share Option Scheme shall be valid and effective for a period of 10 years commencing from 15 May 2018, being the date on which the Shareholders approved the Share Option Scheme, after which no further options may be issued but the provisions of the Share Option Scheme shall remain full force and effect. The principal terms of the Share Option Scheme were summarised in the paragraphs headed “Statutory and general information — (D) Share Option Scheme” in Appendix IV to the Prospectus.

OTHER INFORMATION

As disclosed in the announcement of the Company dated 7 June 2021, the Company granted 6,000,000 share options to the Directors, senior management and certain employees of the Group on 7 June 2021 to subscribe for an aggregate of 6,000,000 Shares. The movements in the number of share options under the Share Option Scheme during the six months ended 30 June 2022 are as follows:

Name	Date of grant	Exercise price per Share	Exercise period	Balance as at 1 January 2022	Granted	Exercised	Cancelled/ lapsed	Balance as at 30 June 2022
Mr. Chung	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	200,000	—	—	—	200,000
Mr. Chau	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	200,000	—	—	—	200,000
Mr. Leonard Chung	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	800,000	—	—	—	800,000
Mr. Chau Wai	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	800,000	—	—	—	800,000
Mr. Yu	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	200,000	—	—	—	200,000
Mr. Seto	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	200,000	—	—	—	200,000
Mr. Asvaintra	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	200,000	—	—	—	200,000
Mr. Cheung	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	800,000	—	—	—	800,000
Mr. Ko	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	800,000	—	—	—	800,000
Other Employees	7 June 2021 ⁽¹⁾	HK\$0.68	7 June 2022 to 6 June 2031 ⁽²⁾	1,800,000	—	—	—	1,800,000

Notes:

- The closing price of the Shares immediately before the date of grant (i.e. as of 4 June 2021) was HK\$0.69 per Share.
- 40%, 30% and the remaining 30% of the share options granted on 7 June 2021 shall be vested and exercisable at any time from the date falling on the first anniversary (i.e. 7 June 2022), second anniversary (i.e. 7 June 2023) and third anniversary (i.e. 7 June 2024) of the date of grant, respectively, till the end of the option period (i.e. 6 June 2031). In this table, "exercise period" begins with the first anniversary of the date of grant.

VALUE OF SHARE OPTIONS

The value of the share options granted during the review period is to be expensed through the Group's statement of profit or loss over the three-year vesting period of the share options.

The fair values of share options granted by the Company were determined by using the Black-Scholes option pricing model (the "Model"). The Model is one of the commonly used models to estimate the fair value of a share option. The variables and assumptions used in computing the fair values of the share options are based on management's best estimate. The value of a share option varies with different variables based on a number of subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of a share option.

The inputs into the Model were as follows:

Date of grant	7 June 2021
Closing Share price at the date of grant	HK\$ 0.68
Exercise price	HK\$ 0.68
Risk free rate (Note a)	1.05%
Expected life of option (Note b)	10 years
Expected volatility (Note c)	55.89%
Expected dividend per annum (Note d)	—
Estimated fair values per share option	HK\$ 0.39

Notes:

- (a) Risk free rate: the yield derived from HKD Hong Kong Sovereign Curve in terms of the remaining of the share options.
- (b) Expected life of option: being the period of 10 years commencing on the date of grant, based on management's best estimates for the effects of non-transferability, exercise restriction and behavioural considerations.
- (c) Expected volatility: derived from historical volatility of the Shares.
- (d) Expected dividend per annum: expected dividend yield of the Shares.

CHANGE OF INFORMATION OF DIRECTORS

The monthly salary of Mr. Chau Wai and Mr. Leonard Chung have been increased to HK\$129,000 and HK\$65,000 respectively with effect from 1 January 2022 having considered their increased roles and responsibilities in the Group and in alignment with market salary level.

Save as disclosed in this interim report, there is no other information that is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

OTHER INFORMATION

AUDIT COMMITTEE

The audit committee of the Company was established on 15 May 2018 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee include the review and supervision of the Group's financial reporting system, review of the internal control and risk management systems, review of the Group's financial information, review of the relationship with the external auditors of the Company, compliance with the relevant laws and regulations and performance of the corporate governance functions delegated by the Board. The audit committee comprises all independent non-executive Directors, namely, Mr. Yu, Mr. Seto and Mr. Asvaintra. Mr. Yu is the chairman of the audit committee.

REMUNERATION COMMITTEE

The remuneration committee of the Company was established on 15 May 2018 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the remuneration committee are to review and approve the management's remuneration proposals, make recommendations to the Board on the remuneration packages of the Directors and senior management of the Group and to ensure that no Director determines his own remuneration. The remuneration committee comprises all independent non-executive Directors, namely, Mr. Seto, Mr. Yu and Mr. Asvaintra. Mr. Seto is the chairman of the remuneration committee.

NOMINATION COMMITTEE

The nomination committee of the Company was established by the Company on 15 May 2018 with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the nomination committee are to make recommendations to the Board on the appointment of Directors and the senior management of the Group. The members of the nomination committee comprises an executive Director, namely, Mr. Chau and two independent non-executive Directors, namely, Mr. Yu and Mr. Seto. Mr. Chau is the chairman of the nomination committee.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct regarding Directors' securities transactions as set out in the Model Code. Having made specific enquiry to all the Directors, they have all confirmed that they have complied with the required standard as set out in the Model Code for the six months ended 30 June 2022.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company for the six months ended 30 June 2022.

INTERIM DIVIDEND

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

CORPORATE GOVERNANCE CODE

The Company is committed to achieving and maintaining high standards of corporate governance. For the six months ended 30 June 2022, the Company had adopted and complied with the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

REVIEW OF FINANCIAL INFORMATION

The audit committee of the Company has discussed with the management of the Company the internal control and financial reporting matters relating to the preparation of the unaudited condensed consolidated interim financial information for the six months ended 30 June 2022. It has also reviewed the unaudited condensed consolidated interim financial information for the six months ended 30 June 2022 with the management and the auditor of the Company and recommended them to the Board for approval.

The Company's independent auditor, PricewaterhouseCoopers, has also reviewed the unaudited condensed consolidated interim financial information for the six months ended 30 June 2022 in accordance with the Hong Kong Standard on Review Engagement 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

GLOSSARY

In this interim report, unless the context states otherwise, the following expressions have the following meanings:

“Board”	the board of Directors
“BRH2 Plastics, LLC”	BRH2 Plastics, LLC, a company incorporated in Arizona, the US with limited liability on 25 June 2014 and converted to a Delaware limited liability company on 14 January 2021. The Company was interested in 40% of the membership interest of BRH2 Plastics, LLC as at the date of this interim report
“Ching Wai Holdings”	Ching Wai Holdings Limited, a limited liability company incorporated in the British Virgin Islands on 9 March 2017 and was wholly owned by Mr. Chau, one of the controlling shareholders of the Company, as at the date of this interim report
“Company”	MS Group Holdings Limited (萬成集團股份有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 9 March 2017
“Director(s)”	the director(s) of the Company
“Group” or “we” or “our” or “us”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	1 June 2018, the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“L.V.E.P. Holdings”	L.V.E.P. Holdings Limited, a limited liability company incorporated in the British Virgin Islands on 9 March 2017 and was wholly owned by Mr. Chung, one of the controlling shareholders of the Company, as at the date of this interim report
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“Mr. Asvaintra”	Mr. Asvaintra Bhanusak (馬清源), an independent non-executive Director
“Mr. Chau”	Mr. Chau Ching (周青), one of the controlling shareholders of the Company and an executive Director

“Mr. Chau Wai”	Mr. Chau Wai (周璋), an executive Director
“Mr. Cheung”	Mr. Cheung Chor Yin (張楚然), the chief operating officer of the Company
“Mr. Chung”	Mr. Chung Kwok Keung Peter (鍾國強), one of the controlling shareholders of the Company, an executive Director and the chief executive officer of the Company
“Mr. Ko”	Mr. Ko Kam On (高錦安), the chief financial officer and company secretary of the Company
“Mr. Leonard Chung”	Mr. Chung Leonard Shing Chun (鍾丞晉), an executive Director
“Mr. Seto”	Mr. Seto John Gin Chung (司徒振中), an independent non-executive Director
“Mr. Yu”	Mr. Yu Hon To David (俞漢度), an independent non-executive Director
“Ms. Cheung”	Ms. Cheung Hau Ling (張巧玲), the spouse of Mr. Chau
“Ms. Lee”	Ms. Lee Yiu Chee Eugenia (李耀芝), the spouse of Mr. Chung
“OEM”	original equipment manufacturing
“OEM Business”	the business segment principally comprising the production and sales of plastic bottles and cups for infants and toddlers and plastic sports bottles on an OEM basis
“PRC”	the People’s Republic of China which for the purposes of this interim report, excluding Hong Kong, the Macau Special Administrative Region of the PRC and the Taiwan region
“Production Base”	the production plant of the Group situated in Wengyuan County, Shaoguan City, Guangdong Province, the PRC
“Prospectus”	the prospectus of the Company dated 21 May 2018 in respect of the Listing
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 15 May 2018, a summary of the principal terms and conditions of which is set forth in the paragraphs headed “Share Option Scheme” in Appendix IV to the Prospectus

GLOSSARY

“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US” or “United States”	the United States of America
“Yo Yo Monkey Business”	the business segment principally comprising the production and sales of infant and toddler products, such as plastic bottles and cups for infants and toddlers, under the “Yo Yo Monkey (優優馬騮)” brand principally for the PRC market