

THIRD QUARTERLY REPORT 2022

YING HAI GROUP HOLDINGS COMPANY LIMITED

瀛海集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8668

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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (collectively the "Directors" or individually a "Director") of Ying Hai Group Holdings Company Limited (the "Company", together with its subsidiaries, the "Group", "we", "our" or "us") 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, the information contained in this report 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 report misleading.

CONTENTS



2	Financial Highlights
3	Unaudited Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income
4	Unaudited Condensed Consolidated Statement of Changes in Equity
6	Notes to the Unaudited Condensed Consolidated Financial Statements
13	Management Discussion and Analysis

Financial Highlights

The Group recorded an unaudited revenue of approximately HK\$8.2 million for the nine months ended 30 September 2022 (nine months ended 30 September 2021: approximately HK\$8.8 million), representing a decrease of approximately HK\$0.6 million or 6.8% as compared to the corresponding period in 2021.

The Group recorded an unaudited loss for the period attributable to the owners of the Company of approximately HK\$7.8 million for the nine months ended 30 September 2022 (nine months ended 30 September 2021: unaudited loss for the period attributable to the owners of the Company of approximately HK\$14.1 million), representing a decrease of loss attributable to the owners of the Company of approximately HK\$6.3 million or 44.7% as compared to the corresponding period in 2021.

The basic and diluted loss per share attributable to the owners of the Company for the nine months ended 30 September 2022 was HK0.65 cents (nine months ended 30 September 2021: the basic and diluted loss per share attributable to the owners of the Company of HK1.17 cents).

The board of Directors (the "**Board**") has resolved not to recommend payment of an interim dividend for the nine months ended 30 September 2022 (nine months ended 30 September 2021: nil).

Unaudited Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income

The Board is pleased to present the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2022, together with the unaudited comparative figures for the respective corresponding period of 2021 as follows:

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Revenue	5	2,123	3,742	8,246	8,845
Cost of sales		(1,617)	(3,109)	(8,008)	(6,700)
Gross profit		506	633	238	2,145
Other income and gains	6	1,663	465	2,707	908
Administrative expenses		(3,615)	(6,160)	(10,614)	(17,236)
Reversal of impairment loss recognised under expected credit losses model, net of impairment		40	(26)	132	516
Finance costs	7	(82)	(119)	(276)	(389)
Loss before tax	8	(1,488)	(5,207)	(7,813)	(14,056)
Income tax expenses	9	—	—	(2)	—
Loss for the period		(1,488)	(5,207)	(7,815)	(14,056)
Other comprehensive income/(loss)					
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Exchange differences on translation of financial statements		1	129	(36)	186
Total comprehensive loss for the period		(1,487)	(5,078)	(7,851)	(13,870)
Loss for the period attributable to owner of the Company		(1,488)	(5,207)	(7,815)	(14,056)
Total comprehensive loss for the period attributable to owners of the Company		(1,487)	(5,078)	(7,851)	(13,870)
Loss per share:					
Basic and diluted	10	HK(0.12) cents	HK(0.43) cents	HK(0.65) cents	HK(1.17) cents

Details of the dividend declared are disclosed in note 11 to the unaudited condensed consolidated financial statements.

Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2022

	Share capital HK\$'000	Share premium HK\$'000 <i>(Note (a))</i>	Merger reserve HK\$'000 <i>(Note (b))</i>	Statutory reserve HK\$'000 <i>(Note (c))</i>	Translation reserve HK\$'000 <i>(Note (d))</i>	Retained earnings/ (Accumulated losses) HK\$'000	Total HK\$'000
At 1 January 2021 (audited)	12,000	50,302	3,011	801	43	6,749	72,906
Loss for the period	—	—	—	—	—	(14,056)	(14,056)
Other comprehensive income:							
Exchange differences arising from translation of financial statements	—	—	—	—	186	—	186
Total comprehensive income/(loss) for the period	—	—	—	—	186	(14,056)	(13,870)
At 30 September 2021 (Unaudited)	12,000	50,302	3,011	801	229	(7,307)	59,036
At 1 January 2022 (audited)	12,000	50,302	3,011	801	255	(18,104)	48,265
Loss for the period	—	—	—	—	—	(7,815)	(7,815)
Other comprehensive income:							
Exchange differences arising from translation of financial statements	—	—	—	—	(36)	—	(36)
Total comprehensive loss for the period	—	—	—	—	(36)	(7,815)	(7,851)
At 30 September 2022 (Unaudited)	12,000	50,302	3,011	801	219	(25,919)	40,414

Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2022

Notes:

(a) Share premium

The share premium represents the differences between par value of the shares of the Company and proceeds received from the issuance of the shares of the Company which is governed by the Companies Act of the Cayman Islands.

(b) Merger reserve

Merger reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired pursuant to the reorganisation carried out by the Group as fully explained in paragraph headed "History, development and Reorganisation — Reorganisation" in the prospectus of the Company dated 13 September 2019 (the "**Prospectus**") and the nominal value of the share capital of the Company issued in exchange thereof.

(c) Statutory reserve

In accordance with the relevant laws and regulation provided in Macau and the PRC, the Group's subsidiaries in Macau and the PRC are required to appropriate 25% and 10% of their profit for the year, as determined in accordance with the generally accepted accounting principles of Macau and PRC respectively, to the statutory reserve, until the statutory reserve balance of that subsidiary equals to 50% of that quota capital and the registered capital respectively. The appropriation to statutory reserve must to be made before the distribution of dividends to its shareholders. This reserve is not distributable to its shareholders.

The statutory reserve of PRC subsidiary can be used to offset previous years' losses or to increase capital.

(d) Translation reserve

Translation reserve of the Group represents the exchange difference on translation of financial statements of the entities with functional currencies other than HK\$.

Notes to the Unaudited Condensed Consolidated Financial Statements

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 18 December 2018 as an exempted company with limited liability under the Companies Act of the Cayman Islands. The shares of the Company (the “**Shares**”) were listed on GEM of the Stock Exchange by the way of share offer (the “**Listing**”) on 26 September 2019 (the “**Listing date**”). The address of the Company’s registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business in Hong Kong of the Company is 19th Floor, Three Exchange Square, 8 Connaught Place, Central, Hong Kong. The Company’s immediate and ultimate holding company is Silver Esteem Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Choi Wai Chan (“**Mr. Choi**”), who is a director of the Company. With effect from 3 August 2022, Mr. Choi ceased to be a director of the Company.

The Company is an investment holding company and its subsidiaries are principally engaged in sales and distribution of air tickets and hotel rooms, sales and provision of ancillary travel-related products, the sponsorship of singing concerts in Macau and services and the provision of vehicle leasing and limousine services in Macau.

The unaudited condensed consolidated financial statements (the “**Quarterly Financial Statements**”) are presented in Hong Kong Dollars (“**HK\$**”) which is the functional currency of the Company. The unaudited condensed consolidated financial statements are presented in the nearest thousand (HK\$’000) unless otherwise stated.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Quarterly Financial Statements have been prepared in accordance with Hong Kong Accounting Standard 34 “*Interim Financial Reporting*” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the GEM Listing Rules. The Quarterly Financial Statements have been prepared under the historical cost convention except for certain financial instruments that were measured at fair value at the end of each reporting period.

The Quarterly Financial Statements do not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company’s audited consolidated financial statements for the year ended 31 December 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the HKICPA, as set out in the Company’s annual report dated 31 March 2022.

The accounting policies that have been used in the preparation of the Quarterly Financial Statements are consistent with those used in the preparation of the Company’s audited consolidated financial statements for the year ended 31 December 2021 except for the adoption of the new standards, amendments to standards and interpretations issued by the HKICPA that are effective for the annual periods beginning on 1 January 2022.

In the current period, the Group has applied all new and revised HKFRSs issued by the HKICPA that are effective for the Group’s financial year beginning on or after 1 January 2022. The application of the new and revised HKFRSs in the current period has had no material effect on the amounts reported and/or the disclosures set out in the Quarterly Financial Statements.

The Quarterly Financial Statements for the nine months ended 30 September 2022 have not been audited by the Company’s auditors but have been reviewed by the Company’s Audit Committee.

Notes to the Unaudited Condensed Consolidated Financial Statements

3. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks, credit risk, cash flow and fair value interest rate risk and liquidity risk. The Quarterly Financial Statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's consolidated financial statements for the year ended 31 December 2021, which have been prepared in accordance with HKFRSs issued by the HKICPA, as set out in the Company's annual report dated 31 March 2022.

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

3.2 Fair value estimation

The carrying amounts of the Group's current financial assets, including trade and retention receivables, deposits and other receivable, bank deposits with original maturity over three months and cash and cash equivalents, and current financial liabilities, including trade and other payables, borrowings and lease liabilities, approximate their fair values as at the reporting date due to their short maturities. The nominal value less estimated credit adjustments for financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values. The carrying value of non-current lease liabilities is assumed to approximate its fair value as the amount bears interest at commercial rate.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Quarterly Financial Statements 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 the Quarterly Financial Statements, 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 applied to the Company's consolidated financial statements for the year ended 31 December 2021, which have been prepared in accordance with HKFRSs issued by the HKICPA, as set out in the Company's annual report dated 31 March 2022.

Notes to the Unaudited Condensed Consolidated Financial Statements

5. REVENUE AND SEGMENT INFORMATION

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Sales and distribution of hotel rooms, air tickets and other ancillary travel-related products and services	1,322	2,712	5,676	6,533
Provision of car rental services	801	1,030	2,570	2,312
	2,123	3,742	8,246	8,845

The Group's operating segments are determined based on information reported to the chief operating decision maker of the Group for the purposes of resource allocation and assessment of segment performance focusing on types of products and services provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable operating segments of the Group.

Based on the internal organisation and reporting structure, the chief operating decision maker considers the Group has two reportable operating segments.

The Group's reportable operating segments are as follows:

(i) Travel business

The travel business consists of sales and distribution of hotel rooms and margin income from sales, distribution and provision of air tickets, hotel rooms and ancillary travel-related products and services and the sponsorship of singing concerts.

(ii) Vehicle business

The vehicle business represents the provision of vehicle leasing and limousine services in Macau.

Notes to the Unaudited Condensed Consolidated Financial Statements

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable operating segments:

For the nine months ended 30 September 2022 (unaudited)

	Travel Business HK\$'000 (unaudited)	Vehicle business HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
Reportable segment revenue	5,676	2,570	8,246
Reportable segment results	(4,310)	(3,263)	(7,573)
Interest income			15
Government grants			1,886
Unallocated income and expenses			(2,141)
Loss before tax			(7,813)

For the nine months ended 30 September 2021 (unaudited)

	Travel Business HK\$'000 (unaudited)	Vehicle business HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
Reportable segment revenue	6,533	2,312	8,845
Reportable segment results	(6,732)	(4,611)	(11,343)
Interest income			273
Government grants			230
Share of loss of associate			(355)
Unallocated income and expenses			(2,861)
Loss before tax			(14,056)

Reportable segment revenue represents revenue generated from external customers. There were no inter-segment sales during the reporting period.

Segment results represent profit earned by or loss from each segment without allocation of partial other income, government grant, directors' remuneration, partial depreciation, share of loss of associate, finance costs and other corporate income and expenses under the heading of "unallocated income and expenses". This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

Notes to the Unaudited Condensed Consolidated Financial Statements

6. OTHER INCOME AND GAINS

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Interest income	7	26	15	273
Exchange gain	4	—	4	—
Government grants	1,574	88	1,886	230
Service fee	—	292	583	337
Sundry income	78	59	219	68
	1,663	465	2,707	908

7. FINANCE COSTS

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Interest on lease liabilities	35	74	117	247
Interest on bank borrowing	47	45	159	142
	82	119	276	389

Notes to the Unaudited Condensed Consolidated Financial Statements

8. LOSS BEFORE TAX

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

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Depreciation of property, plant and equipment	908	1,383	2,481	3,940
Depreciation of right-of-use assets	—	207	—	618
Amortisation of intangible asset	—	141	—	425
Lease payment under operating lease in respect of leased assets	299	454	718	1,315
Employee benefit expenses: (including directors' remuneration)				
– Salaries, allowances and benefits in kind	1,608	2,477	6,750	7,548
– Retirement benefit scheme contribution	85	120	313	365
	1,693	2,597	7,063	7,913

9. INCOME TAX EXPENSES

	For the three months ended 30 September		For the nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Current tax:				
– Macau Complementary Tax	—	—	2	—

Macau Complementary Tax are calculated at 12% of the estimated assessable profits for the nine months ended 30 September 2022 and 2021.

For Hong Kong profit tax, there is two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million for both periods.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the nine months ended 30 September 2022 and 2021.

Notes to the Unaudited Condensed Consolidated Financial Statements

9. INCOME TAX EXPENSES (CONTINUED)

No provision for Hong Kong Profits Tax and the PRC Enterprise Income Tax have been made as there is no assessable profits for the nine months ended 30 September 2022 in Hong Kong and the PRC (nine months ended 30 September 2021: nil).

Taxation arising in other jurisdictions is calculated at the rate prevailing in the relevant jurisdictions.

10. LOSS PER SHARE

The computations of basic and diluted loss per share attributable to owners of the Company are based on the following data:

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Loss				
Loss for the purpose of basic and diluted loss per share loss for the period attributable to owners of the Company	(1,488)	(5,207)	(7,815)	(14,056)
Number of shares	'000	'000	'000	'000
Weighted average number of shares for the purpose of calculating basic and diluted loss per share	1,200,000	1,200,000	1,200,000	1,200,000

For the nine months ended 30 September 2022, the weighted average number of ordinary Shares for the purpose of calculating basic loss per share have been adjusted for the effect of the share offer completed on the Listing Date.

Diluted loss per share were the same as the basic loss per share as the Company did not have potential dilutive ordinary shares for the nine months ended 30 September 2022 and 2021.

11. DIVIDEND

The Directors resolved not to recommend, declare or propose an interim dividend for the nine months ended 30 September 2022 (nine months ended 30 September 2021: nil).

Management Discussion and Analysis

BUSINESS REVIEW AND PROSPECTS

The Company has successfully listed its Shares on GEM of the Stock Exchange (the “**Listing**”) on 26 September 2019 (the “**Listing Date**”).

The Group is a wholesale licensed travel agent that primarily focuses on the provision of business-to-business domestic travel services and a car rental services provider based in Macau. The Group derived its revenue from (i) the sales and distribution of hotel rooms; (ii) the provision of car rental services under (a) its travel agent licence in Macau which allows it to provide car rental services for tourism-purpose only; (b) authorisation granted by the Macao Government Tourism Office which allows it to provide multi-purpose car rental services in Macau; and (c) authorisation granted by the Transport Bureau of Macau which allows the three vehicles of the Group to provide cross-border car rental services between Macau and Hong Kong from December 2019; (iii) the sales and provision of air tickets and other ancillary travel-related products and services such as entertainment tickets, buffet tickets, transportation tickets, travel insurance and visa applications; and (iv) sponsorship of singing concerts and cooperation with organisers of singing concerts.

During the nine months ended 30 September 2022, the economy of Macau and Hong Kong were still under the severe impact of the outbreak of COVID-19 pandemic (the “**Pandemic**”). The travel restrictions on entry of Macau, Hong Kong and other locations continued to be in force throughout the period under review which badly hit the economy of Macau. As a result, the Pandemic continued to cause a serious influence to the travel industry of Macau and the overall income of Macau’s travel industry has substantially scaled down. In addition, in September 2022, due to increase in reported cases of COVID-19, the Macau government imposed stringent anti-epidemic measures, including closure of schools, entertainment venues, public dining, and other non-essential businesses and asking residents to stay home.

During the nine months ended 30 September 2022, the Group’s business and financial performance continued to be significantly and adversely affected by the Pandemic, as a result of the travel restrictions and the stringent anti-epidemic measures in Macau, the PRC and Hong Kong.

Going forward, the Directors expected the gradual relaxation of the travel restrictions in the future will be able to increase the number of visitors going to Macau and hence enable the Group to improve the business gradually. The Directors will continue to closely monitor the Group’s exposure to the risks brought by the Pandemic.

The Group’s strategic objective is to strengthen its established market position in Macau’s travel industry in order to generate satisfactory profits and investment returns for the Company’s shareholders and drive sustainable growth in the future. To do so, the Group plans to strategically look for opportunities to cooperate with more hotel operators, other travel agents and corporate customers in Macau. The Group intends to enter into agreements with more hotel operators to include mid and high-tier hotel rooms with a view to increase the number of hotel rooms and to expand its hotel base so as to attract business travellers and high spending customers and to increase the Group’s market share, and thereby generate a higher sales volume and higher revenue from the Group’s other services, such as car rental services. Also, the Group plans to expand the tourism business to the PRC and tap into other business opportunities so as to expand the source of revenue in addition to sales of hotel rooms and vehicle leasing of the Group to capture income sources related to the tourism industry in Macau. The Group believes that this can bring synergy to its existing travel business of sales and distribution of hotel rooms and car rental services.

Management Discussion and Analysis

In addition, as disclosed in the Company's announcement dated 3 May 2021 (the "**Announcement**"), the Group entered into a cooperation agreement with a concert promotor (the "**Concert Promotor**") for cooperating the organisation and sponsoring eight singing concerts held in the PRC by a well-known singing artist. The eight concerts were originally scheduled to be held in Beijing, Shenzhen, Shanghai and Chengdu of the PRC from August 2021 to November 2021. However, due to the Pandemic in the PRC and the stringent anti-epidemic measures imposed by the PRC government, the concerts were postponed to the second half of 2022. Based on the Company's latest discussion with the Concert Promoter, the Company understood that, as of 30 September 2022, the rescheduled concerts were further postponed to March to May 2023 (subject to further amendment depending on factors such as availability of venues) due to the ongoing stringent anti-epidemic measures imposed by the PRC government. The Company will continue to monitor the status and work closely with the Concert Promoter on the eight concerts.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately 6.8% from approximately HK\$8.8 million for the nine months ended 30 September 2021 to approximately HK\$8.2 million for the nine months ended 30 September 2022. The decrease in revenue was mainly attributable to the decrease in revenue generated from the sales and distribution of hotel rooms, air tickets and other ancillary travel-related products and services in Macau.

Cost of sales

The Group's cost of sales mainly comprised (i) cost of hotel rooms; (ii) distribution service fees; and (iii) cost of car rental services. For the nine months ended 30 September 2021 and 2022, the cost of sales amounted to approximately HK\$6.7 million and HK\$8.0 million, respectively, representing an increase of approximately 19.5% during the period as compared to that of the previous period. Such increase was mainly driven by the purchase cost for hotel rooms offered by the Group's suppliers increase during the nine months ended 30 September 2022.

Gross profit

The Group's gross profit for the nine months ended 30 September 2022 amounted to approximately HK\$0.2 million, representing a decrease of approximately 88.9% as compared to approximately HK\$2.1 million for the nine months ended 30 September 2021. The decrease in gross profit was mainly driven by the lower markup offered to our customers to maintain competitive advantage over competitors in the market of sales and distribution of hotel rooms and the provision of car rental services.

Management Discussion and Analysis

Other income and gains

The Group's other income and gains increased from approximately HK\$0.9 million for the nine months ended 30 September 2021 to approximately HK\$2.7 million for the nine months ended 30 September 2022. The increase in other income and gains was mainly due to the increase in government grants received during the nine months ended 30 September 2022.

Administrative expenses

The Group's administrative expenses mainly comprised employee benefits expenses, depreciation expenses, rental and related expenses, office expenses, motor vehicle expenses, professional fees, entertainment expenses and advertising and promotion expenses. The Group's administrative expenses decreased from approximately HK\$17.2 million for the nine months ended 30 September 2021 to approximately HK\$10.6 million for the nine months ended 30 September 2022, representing a decrease of approximately 38.4%. The decrease in administrative expenses was mainly attributable to the decrease in employee benefits expenses, property rentals and related expenses, advertising and promotion expenses, entertainment expenses and depreciation expenses.

Income tax expenses

The Group's income tax expenses was approximately HK\$2,000 for the nine months ended 30 September 2022, comparing to nil for the nine months ended 30 September 2021.

Finance costs

The Group's finance costs were stable at approximately HK\$0.4 million and HK\$0.3 million for the nine months ended 30 September 2021 and 2022, respectively.

Loss for the period

The Group recorded a loss of approximately HK\$14.1 million and HK\$7.8 million for the nine months ended 30 September 2021 and 2022, respectively, representing a decrease of approximately HK\$6.3 million or 44.7% as compared to the corresponding period in 2021. The decrease in loss was mainly attributable to the decrease in administrative expenses and increase in other income and gains during the period.

Management Discussion and Analysis

Use of net proceeds from the Listing

The net proceeds (the “**Net Proceeds**”) from the Listing, after deducting the actual underwriting fees and expenses paid by the Company, amounted to approximately HK\$39.3 million. The intended use of proceeds were more particularly set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus and subsequently the Board resolved to revise the intended use of proceeds on 3 May 2021 and disclosed in the announcement of the Company dated 3 May 2021 (the “**Announcement**”). The particulars of the use of proceeds from the Listing Date up to 30 September 2022 are set forth below:

	Adjusted use of proceeds as stated in the Announcement (HK\$'000)	Actual amount of proceeds utilised from the Listing Date to 30 September 2022 (HK\$'000)	Unutilised amount out of the proceeds as at 30 September 2022 (HK\$'000)	Expected timeline for the intended Use of the Net proceeds
Expansion of car fleet	3,965	3,965	—	—
Corporate with more hotel operators	6,480	2,286	4,194	December 2022
Increase our marketing and expansion of our sales channel	2,319	2,319	—	—
Improve the efficiency of our operation	1,485	1,485	—	—
Expand our workforce	824	824	—	—
General working capital	1,080	1,080	—	—
Cooperating with the organiser of singing concerts (<i>Note</i>)	22,186	22,186	—	—
Expansion of tourism business to the PRC	957	957	—	—
Total	39,296	35,102	4,194	

Note: As disclosed in the Announcement, the Group’s financial performance and condition were affected by the Pandemic since 2020. In view of the adverse impact of the Pandemic on the Group’s business, the Board resolved to adjust the business strategies in order to diversify business operations risk and to cope with the economic uncertainty in the future by reallocating the then unutilised Net Proceeds from the Listing. For further details in relation to the reallocation, please refer to the Announcement. The Group plans to utilise the unutilised portion of the Net Proceeds from the Listing by the year ending 31 December 2022 according to the disclosure in the Prospectus and the Company’s annual report dated 31 March 2022.

All the unutilised balances have been placed in licensed banks in Macau.

Management Discussion and Analysis

Comparison of business strategies and actual business progress

An analysis comparing the business objectives as set out in the Prospectus with the Group's actual business progress for the period from the Listing Date to the date of this report is set out below:

Business strategies as stated in the Prospectus and the Announcement	Actual business progress up to date of this report
Expand our car fleet	Up to the date of this report, the Group has purchased 12 new motor vehicles for the provision of point-to-point cross-border transportation services and car rental services in Macau. We will consider the market demand in Macau to adjust the progress of our expansion plan of car fleet.
Cooperate with more hotel operators	We are in the progress of identifying popular and quality hotels to cooperate with, subject to the development of the Pandemic.
Cooperating with the organiser of singing concerts	Reference has been disclosed in the Announcement, we will cooperate with the organiser of singing concerts by sponsoring singing concerts held in the PRC and Macau of well-known stars and artists, subject to market demand in both the PRC and Macau and the development of the Pandemic. Due to the ongoing stringent anti-epidemic measures imposed by the PRC government, the singing concerts were further postponed to March to May 2023.
Expansion of tourism business to the PRC	Reference has been disclosed in the Announcement, the Group plans to expand its tourism business to the PRC in order to diversify its business. We are in the progress of identifying tourism business opportunities in the PRC.

Principal risks and uncertainties in achieving our business strategies

During the period under review, the Group faced certain risks and uncertainties in achieving our business strategies in accordance with the use of proceeds plan as set out in the Prospectus as follows:

- (1) The Pandemic has severely affected the travel and tourism industry of Macau after the imposition of the travel restrictions by the Macau and the PRC government and sluggish consumers' sentiment. The Pandemic may continue globally in the foreseeable future and remain uncertain and thus, the Group will strategically adhere to the business plan and will actively search for deals and other business opportunities to stabilise the impact of the Pandemic to the Group's business;
- (2) The Group may fail to find hotel operators with attractive terms to cooperate with to achieve the Group's expansion plans;
- (3) When achieving the Group's business plans, timing is of the essence. The Group may fail to grasp the business trend to determine the optimal time to enter the market or expand our new sales channel; and
- (4) In an increasingly volatile and complex business environment, the Group may face changes in consumer behaviour and high competition when the Group launches its business plan.

In order to alleviate the above risks and uncertainties in achieving the Group's business strategies, the Group will ensure that its business plans are as resilient as possible to meet these challenges based on market conditions. The Group will carefully look at the business trends as well to determine if there is a strong entrepreneurial environment for the Group to lean on.

Management Discussion and Analysis

PRINCIPAL RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties faced by the Group, which may materially and adversely affect the Group's business, financial condition or results of operations:

1. The Group's business and operation may continue to be seriously affected by the Pandemic or other public health incident, which may cause lock-down, travel restrictions and suspension of work in Macau, the PRC, Hong Kong or elsewhere and closure of casinos in Macau. The number of tourists visiting Macau may continue to decrease or remain at low level for a prolonged period due to the Pandemic, travel restrictions, lock-down and sluggish consumers' sentiment. The Pandemic may continue in the foreseeable future and measures of travel restrictions may be reintroduced or tightened, which may severely affect the travel and tourism industry of Macau and the business of the Group.
2. The Group's revenue was mainly derived from Macau and the Group's sales performance is susceptible to changes in Macau as well as the PRC policies and economic environment.
3. Customers may delay payment or default payment, yet the Group may be required to pay for the hotel rooms and the Group may bear the cost.
4. The Group's major suppliers might opt to deal with the Group's customers directly, alternatively the Group's travel agent customers may source hotel rooms from each other, thereby bypassing the Group.
5. Historically, the Group's revenue was substantially generated from the sales and distribution of hotel rooms from certain hotel operators in Macau (the "**Hotel Operators**"), and the Group's business and results of operation may be adversely affected if (i) the Hotel Operators terminate or refuse to renew the relevant agreement or (ii) the renewed terms become less favourable to the Group.
6. The Group is committed to secure a guaranteed number of hotel rooms at pre-determined room rates with various hotels operators. The Group may suffer from a decrease in profits or record a loss from the sales and distribution of the guaranteed hotel rooms if the Group is unable to sell and distribute the hotel rooms at rates higher than its respective pre-determined room rates or if the hotels operators reduce the number of hotel rooms sold to the Group.
7. If the Group is unable to obtain and maintain adequate parking spaces at reasonable costs, the Group's growth opportunities may be adversely affected.

EMPLOYEES AND REMUNERATION POLICY

The Directors believe that employees are an important asset to the Group and the quality of the employees is an important factor in sustaining the Group's business growth and improving its profitability. The Group's remuneration package is structured with reference to the individual performance, working experience and prevailing salary levels in the market. In addition to basic salary and contributions to the mandatory provident fund, staff benefits also include medical insurance scheme and the share option scheme.

As at 30 September 2022, the Group had a total of 65 employees (as at 30 September 2021: 92 employees). The Group's staff costs, including Directors' emoluments, amounted to approximately HK\$7.1 million for the nine months ended 30 September 2022 (30 September 2021: approximately HK\$7.9 million) representing a decrease of approximately 10.1%. The decrease was mainly due to the reduction of number of employees and salaries of certain staff members as a cost control measure. The Group determines the employee's remuneration with reference to prevailing market terms and based on factors such as their performance, qualification and years of experience.

Management Discussion and Analysis

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

There was no material acquisition or disposal of subsidiaries, associate companies or joint ventures during the nine months ended 30 September 2022 and up to the date of this report.

SIGNIFICANT INVESTMENTS HELD

Save for the Company's investment in the singing concerts (the details of which are set out in the Announcement) and the various subsidiaries and an associated company, the Group did not hold any significant investments as at 30 September 2022.

LIQUIDITY AND FINANCIAL RESOURCES

Capital structure

There has been no material change in the share capital structure of the Company during the nine months ended 30 September 2022.

Cash position

As at 30 September 2022, the cash and cash equivalents and bank deposits with maturity dates over three months (the "**Total Bank Balances**") amounted to approximately HK\$9.6 million (as at 30 June 2022: HK\$9.4 million). Among the Total Bank Balances of HK\$9.6 million as at 30 September 2022:

1. approximately of HK\$5.2 million (as at 30 June 2022: approximately of HK\$4.4 million) represented cash and cash equivalents of the Group; and
2. approximately HK\$4.4 million (as at 30 June 2022: approximately HK\$5.0 million) represented bank deposits with maturity dates over three months of the Group, which were placed in a bank to secure general banking facilities in support of guarantees in favour of the suppliers of the Group and to the Macau government to obtain travel agent licence in Macau.

Management Discussion and Analysis

Borrowings and lease liabilities

As at 30 September 2022, the total borrowings and lease liabilities of the Group, all of which were denominated in Hong Kong dollars, amounted to approximately HK\$7.4 million (as at 30 June 2022: approximately HK\$8.4 million) and outstanding committed banking facilities amounted to approximately HK\$4.9 million (as at 30 June 2022: approximately HK\$5.6 million). Out of the total borrowings and lease liabilities:

1. approximately HK\$4.9 million (as at 30 June 2022: HK\$5.6 million) represented the bank borrowings which bore a fixed rate ranging from 2.5% to 4.0% per annum as at 30 September 2022 (as at 30 June 2022: from 2.5% to 4.0% per annum). The bank borrowings with carrying amount of approximately HK\$1.9 million as at 30 September 2022 (as at 30 June 2022: approximately HK\$1.9 million) were secured by properties included in the property, plant and equipment with net carrying amount of approximately HK\$2.4 million as at 30 September 2022 (as at 30 June 2022: approximately HK\$2.5 million); and
2. approximately HK\$2.5 million (as at 30 June 2022: approximately HK\$2.8 million) represented lease liabilities of the leases available for use by the Group, carrying an interest rate ranging from 5.6% to 6.6% per annum (as at 30 June 2022: ranging from 5.6% to 6.6% per annum).

Pledge of assets

As at 30 September 2022, the Group's bank deposits with maturity dates over three months with amount of approximately HK\$4.4 million (as at 30 June 2022: approximately HK\$5.0 million), have been pledged to secure general banking facilities granted to the Group and guarantees issued to the suppliers of the Group as general trade deposits and to the Macau government to obtain travel agent licence in Macau.

As at 30 September 2022, the Group's has pledged properties with carry amount of approximately HK\$2.5 million (as at 30 June 2022: approximately HK\$2.8 million) to secure bank borrowings with carrying amounts of approximately HK\$1.9 million (as at 30 June 2022: approximately HK\$1.9 million). The properties are the carparking spaces that located in Macau.

Gearing ratio

As at 30 September 2022, the gearing ratio of the Group was approximately 18.4% (as at 30 June 2022: approximately 20.0%). The gearing ratio is calculated based on the bank borrowings, bank overdrafts and lease liabilities divided by the equity attributable to owners of the Company at the end of the respective period.

DIVIDEND

The Board has resolved not to declare an interim dividend for the nine months ended 30 September 2022 (for the nine months ended 30 September 2021: Nil).

COMMITMENTS

As at 30 September 2022, the Group did not have any significant capital commitment (as at 30 June 2022: Nil) in respect of the acquisition of property, plant and equipment contracted for but not provided in the Quarterly Financial Statements.

Management Discussion and Analysis

CONTINGENT LIABILITIES

As at 30 September 2022, the Group had no significant contingent liabilities (as at 30 June 2022: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group operates in Macau and the PRC with majority of the transactions being settled in MOP, HK\$, USD and RMB. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the Group.

The Group is not exposed to significant foreign exchange risk in respect of HK\$ against MOP and USD as long as these currencies are pegged.

The transactions and monetary assets and liabilities denominated in RMB are minimal, the Group considers there is no significant foreign exchange risk in respect of RMB.

The Group currently does not have a foreign currency hedging policy in respect of assets and liabilities denominated in foreign currency. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arises.

CORPORATE GOVERNANCE PRACTICE

The Board recognises that transparency and accountability are the cornerstones of the Company's corporate governance. Therefore, the Company is committed to maintaining high standards of corporate government in order to uphold the transparency of the Group and safeguard interests of our shareholders. The Company has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has in all material respects complied with the CG Code for the nine months ended 30 September 2022, except for the deviations from paragraph C.2.1 of part 2 of the CG Code, which is explained in the paragraph below.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Paragraph C.2.1 of part 2 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. During the nine months ended 30 September 2022, Mr. Choi Wai Chan ("Mr. Choi") was the chairman and the chief executive officer of the Company. Considering that Mr. Choi has been operating and managing the Group since 2014 and his expertise in the travel industry, the Board believes that it was in the best interest of the Group to have Mr. Choi taking up both roles for effective management and business development. Therefore, the Board considers that the deviation from paragraph C.2.1 of part 2 of the CG Code was appropriate in such circumstance and in the interest of the Company.

As disclosed in the Company's announcement dated 3 August 2022, Mr. Choi resigned as the executive Director and chairman and had ceased to act as the chief executive officer of the Company. Following Mr. Choi's resignation, Ms. Zou Shuer ("Ms. Zou"), being an executive Director of the Company, has been appointed as the chairman of the Board and the Company's chief executive officer with effect from 3 August 2022. As such, the Company has continued to deviate from paragraph C.2.1 of part 2 of the CG Code. Considering that Ms. Zou joined the Group in September 2017 and has been overseeing the operation of the Group, the Board is of the opinion that it will be beneficial to the Company and its business to have Ms. Zou taking over the roles of both chairman and chief executive officer for a strong leadership for the Group and can be effective in planning and implementing long-term business strategies. The Board also considers that since the members of the Board include competent and independent non-executive Directors, this structure will not impair the balance of power and authority between the Board and its management in the business of the Group.

Management Discussion and Analysis

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the nine months ended 30 September 2022 and up to the date of this report, none of the Directors or the controlling shareholders their close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Shares during the nine months ended 30 September 2022 and up to the date of this report.

THE INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND THE CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2022 and so far as is known to the Directors, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required 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 they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

Management Discussion and Analysis

THE INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 September 2022 and so far as is known to the Directors, the following persons had interests and short positions in the Shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

Long positions in the Shares

Name	Capacity	Number of ordinary shares interested	Percentage of shareholding
Silver Esteem Limited	Beneficial owner ^(Note 1)	900,000,000	75.0%
Mr. Choi Wai Chan	Interest of controlled corporation ^(Note 1)	900,000,000	75.0%
Ms. Wong Pui Keng	Interest of spouse ^(Note 2)	900,000,000	75.0%

Notes:

1. Silver Esteem Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Choi Wai Chan. Therefore, Mr. Choi Wai Chan is deemed to be interested in all the Shares held by Silver Esteem Limited for the purposes of the SFO. Mr. Choi Wai Chan is the sole director of Silver Esteem Limited.
2. Ms. Wong Pui Keng is the spouse of Mr. Choi Wai Chan. She is deemed to be interested in all the Shares in which Mr. Choi Wai Chan is interested under the SFO.

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any interests or short positions of any persons in the Shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company to be kept under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company had adopted a share option scheme (the “Scheme”) on 3 September 2019. During the nine months ended 30 September 2022 and up to the date of this report, no option had been granted, agreed to be granted, exercised, cancelled or lapsed under the Scheme.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares. Having made specific enquiry with all the Directors, all Directors have confirmed that they have complied with all the required standard of dealing and the code of conduct for securities transactions by the Directors during the nine months ended 30 September 2021 and up to the date of this report.

Management Discussion and Analysis

EVENT AFTER REPORTING PERIOD

There is no material event happened after 30 September 2022 and up to the date of this report with requires disclosure.

AUDIT COMMITTEE

The Company has established the audit committee (the “**Audit Committee**”) pursuant to a resolution of the Directors passed on 3 September 2019 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with code provisions D.3.3 and D.3.7 of the CG Code has been adopted. Among other things, the primary duties of the Audit Committee are to make recommendations to the Board on the appointment or reappointment and removal of external auditor; review financial statements of the Company and judgments in respect of financial reporting; and oversee the effectiveness of the internal control procedures of the Group. The Audit Committee consists of three independent non-executive Directors, namely Mr. Hu Chung Ming, Mr. Sou Sio Kei and Mr. Rodrigues Cesar Ernesto. Mr. Hu Chung Ming is the chairman of the Audit Committee. The auditor of the Company has not reviewed or audited the condensed consolidated financial statements for the nine months ended 30 September 2022 but the Audit Committee has reviewed the unaudited condensed consolidated financial statements for the nine months ended 30 September 2022 and is of the opinion that the preparation of the condensed consolidated financial statements for the nine months ended 30 September 2022 complies with the applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

By order of the Board
Ying Hai Group Holdings Company Limited
Zou Shuer
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 8 November 2022

At the date of this report, the executive Director is Ms. Zou Shuer; and the independent non-executive Directors are Mr. Hu Chung Ming, Mr. Sou Sio Kei and Mr. Rodrigues Cesar Ernesto.

This report will remain on the “Latest Listed Company Information” page of the GEM’s website at www.hkexnews.hk for at least seven days from the date of its publication. This report will also be published on the Company’s website at www.yinghaiholding.com.