

CHINA ORAL INDUSTRY GROUP HOLDINGS LIMITED

中國口腔產業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8406

THIRD QUARTERLY REPORT

2023

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

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

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This report, for which the directors (the “**Directors**”) of China Oral Industry Group Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief 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.

FINANCIAL RESULTS

The board of Directors (the “Board”) is pleased to present the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2023 (the “Period”), together with the unaudited comparative figures for the corresponding periods in 2022, as follows:

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

For the three months and nine months ended 30 September 2023

	Notes	For the three months ended 30 September		For the nine months ended 30 September	
		2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)
Revenue	4	26,481	38,594	121,363	182,495
Cost of sales		(21,978)	(35,689)	(103,520)	(161,601)
Gross profit		4,503	2,905	17,843	20,894
Other income and gains		541	3,691	3,981	7,454
Distribution and selling expenses		(4,867)	(6,511)	(15,183)	(19,687)
Administrative expenses		(4,767)	(5,116)	(13,955)	(15,195)
Finance costs		(287)	(384)	(922)	(1,231)
Loss before tax		(4,877)	(5,415)	(8,236)	(7,765)
Income tax expense	5	(65)	(49)	(290)	(582)
Loss for the period	6	(4,942)	(5,464)	(8,526)	(8,347)
Other comprehensive income, net of income tax					
Items that may be reclassified subsequently to profit or loss:					
Exchange differences on translating foreign operations		297	2,484	1,594	3,785
Other comprehensive income for the period		297	2,484	1,594	3,785
Total comprehensive expense for the period		(4,645)	(2,980)	(6,932)	(4,562)
		RMB cents	RMB cents	RMB cents	RMB cents
Loss per share					
– Basic and diluted	7	(0.51)	(0.68)	(0.89)	(1.04)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2023

	Share capital RMB'000	Share premium RMB'000	Special reserve RMB'000	Statutory reserve RMB'000	Foreign currency translation reserve RMB'000	Retained profits RMB'000	Total equity RMB'000
Balance at 1 January 2023 (Audited)	8,427	62,355	17,429	9,567	1,830	23,540	123,148
Loss for the period	-	-	-	-	-	(8,526)	(8,526)
Other comprehensive income for the period	-	-	-	-	1,594	-	1,594
Total comprehensive income/(expense) for the period	-	-	-	-	1,594	(8,526)	(6,932)
Balance at 30 September 2023 (Unaudited)	8,427	62,355	17,429	9,567	3,424	15,014	116,216
Balance at 1 January 2022 (Audited)	6,969	26,558	17,429	9,567	(205)	58,391	118,709
Loss for the period	-	-	-	-	-	(8,347)	(8,347)
Other comprehensive income for the period	-	-	-	-	3,785	-	3,785
Total comprehensive income/(expense) for the period	-	-	-	-	3,785	(8,437)	(4,652)
Balance at 30 September 2022 (Unaudited)	6,969	26,558	17,429	9,567	3,580	50,044	114,147

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

China Oral Industry Group Holdings Limited (the "**Company**") was incorporated in the Cayman Islands under the Companies Law of the Cayman Islands as an exempted company with limited liability on 3 November 2015.

The shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with effect from 7 December 2017.

Its ultimate controlling party is Ms. Yan Ping, who is also the chairlady and an executive director of the Company.

The addresses of the registered office and the principal place of business of the Company are Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands and Unit 304, Dominion Centre, 43 Queen's Road East, Hong Kong, respectively.

The Company is an investment holding company. The Group is principally engaged in the manufacturing and sales of inflatable products and related accessories, and the provision of dental clinic services.

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which the respective entity operates (the "**functional currency**"). The functional currency of the Company is Hong Kong dollars ("**HK\$**"). The consolidated financial statements are presented in Renminbi ("**RMB**"), rounded to the nearest thousand, which is different from the functional currency of the Company as the Group's dominated operations are substantially based in the People's Republic of China (the "**PRC**").

2. BASIS OF PREPARATION

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with the accounting policies, which conform to the Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"), the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the GEM Listing Rules. The unaudited condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2022. The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for certain financial instruments which are measured at fair value.

During the current period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the Group's unaudited condensed consolidated financial statements:

HKFRS 17	Insurance Contracts
Amendments to HKFRS 17	Insurance Contracts
Amendments to HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 – Comparative information
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pilar Two Model Rules

The new and revised HKFRSs did not have any significant impact on the Group's unaudited condensed consolidated financial statements.

3. SEGMENT INFORMATION

HKFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reporting about components of the Group that are regularly reviewed by the chief operating decision-maker in order to allocate resources to segments and to assess their performance. For management purposes, the resources are allocated to two reporting segments, namely (i) sales of inflatable products and related accessories; and (ii) provision of dental clinic services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on the reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that interest income and corporate income/(expenses) are excluded from such measurement.

	Sales of inflatable products For the nine months ended 30 September		Provision of dental clinic services For the nine months ended 30 September		Total For the nine months ended 30 September	
	2023	2022	2023	2022	2023	2022
	RMB'000 (Unaudited)	RMB'000 (Unaudited)	RMB'000 (Unaudited)	RMB'000 (Unaudited)	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Segment revenue:						
Sales to external customers	113,022	182,575	8,362	–	121,384	182,575
Other revenue	(21)	(80)	–	–	(21)	(80)
	113,001	182,495	8,362	–	121,363	182,495
Segment results	(7,582)	(4,177)	1,816	–	(5,766)	(4,177)
Reconciliation:						
Corporate and other unallocated expenses					(2,470)	(3,588)
Loss before tax					(8,236)	(7,765)

4. REVENUE

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)
Revenue from customers:				
– Sale of inflatable products and related accessories	23,218	38,605	113,022	182,575
– Sub-contracting income	(8)	(11)	(21)	(80)
– Provision of dental clinic services	3,271	–	8,362	–
	26,481	38,594	121,363	182,495

Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of revenue is based on the locations of the customers.

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)
Revenue from external customers:				
– China	7,281	1,842	15,483	8,917
– Europe	1	1,940	1,743	28,199
– Australia and Oceania	2,304	13,127	3,005	15,342
– North America	12,151	9,805	81,343	77,007
– Asia	4,644	10,954	18,373	49,655
– Middle East	–	900	562	2,693
– Central and South America	100	26	854	682
	26,481	38,594	121,363	182,495

5. INCOME TAX EXPENSE

The amount of income tax expense in the unaudited condensed consolidated statement of profit or loss and other comprehensive income represents:

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)
Current tax				
Hong Kong Profits Tax	35	(36)	189	39
PRC Enterprise Income Tax	30	54	101	432
Deferred tax				
	–	31	–	111
	65	49	290	582

Hong Kong Profits Tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profit for the Period.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both years, unless preferential rate is applicable. A wholly-owned subsidiary of the Company located in the Zhongshan City is registered as a High and New Technology Enterprise and is entitled to the preferential corporate income tax rate of 15% for a period of 3 years to 2022.

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

6. LOSS FOR THE PERIOD

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)
Cost of inventories recognised as an expense	21,978	35,689	103,520	161,601
Depreciation of property, plant and equipment	331	592	1,186	1,751
Depreciation of right-of-use assets	965	1,019	2,915	3,159
Amortisation of intangible assets	30	30	88	83
Net foreign exchange gains	(194)	-	(3,024)	-
Employee benefits expense (including directors' emoluments)				
Salaries, wages and other benefits	8,413	9,150	28,301	36,671
Contribution to retirement benefits schemes	1,296	1,019	3,660	5,487
	9,709	10,169	31,961	42,158

7. LOSS PER SHARE

	For the three months ended 30 September		For the nine months ended 30 September	
	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)	2022 RMB'000 (Unaudited)
Loss				
Loss for the period attributable to owners of the Company for the purpose of basic loss per share	(4,942)	(5,464)	(8,526)	(8,347)
	2023 '000	2022 '000	2023 '000	2022 '000
Number of shares				
Weighted average number of ordinary shares for the purpose of basic loss per share	960,000	800,000	960,000	800,000

The diluted loss per share is equal to the basic loss per share as there is no dilutive potential ordinary share in issue during the three months and nine months ended 30 September 2023 and 2022.

8. DIVIDENDS

No dividend was proposed by the Board for the Period (2022: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

Founded in 2003, the Group has nearly 20 years of experience in designing, manufacturing, and selling high-quality inflatable amusement parks and other inflatable products. The Group is mainly engaged in the manufacturing and sales of inflatable products and related accessories, and has set its sights in the development of the big health field.

The Group manufactures its inflatable products in the production facilities in Dongcheng Industrial Zone located in Zhongshan City, Guangdong Province. The Group is committed to maintain high standards of quality in all of the products and follow stringent quality control procedures throughout its production processes. The Group believes its product design and development capabilities will help strengthen its competitiveness through product differentiation and innovation.

Upon the completion of acquisition of the entire equity interest in HongKong Eko Holding Co., Limited in January 2023, the Group has made a step forward in the oral care industry. Hongkong Eko Holding Co., Limited and its subsidiary are engaged in the operation of a dental clinic and provision of dental clinic services in the PRC. The Group believes the acquisition shall generate new income stream to the Group.

FINANCIAL REVIEW

Revenue

The Group's revenue was derived from two principal businesses, namely, the sales of inflatable products and related accessories, and the provision of dental clinic services which are analysed in Note 4 to the unaudited condensed consolidated financial statements.

The Group's revenue was approximately RMB121,363,000 for the Period, representing a decrease of approximately RMB61,132,000 or 33.5% as compared to the revenue of approximately RMB182,495,000 for the corresponding period in 2022. Revenue from the sales of inflatable products for the Period was approximately RMB113,001,000 (2022: approximately RMB182,495,000), representing a decrease of approximately RMB69,494,000 or 38.1% compared with the corresponding period in 2022. Revenue from the provision of dental clinic services for the Period was approximately RMB8,362,000 (2022: Nil), which accounted for approximately 6.9% of the Group's total revenue.

Cost of sales

Cost of sales was approximately RMB103,520,000 for the Period, representing a decrease of approximately RMB58,081,000 or 35.9% as compared to approximately RMB161,601,000 for the corresponding period in 2022.

Gross profit and gross profit margin

The Group recorded a gross profit of approximately RMB17,843,000 for the Period, representing a decrease of approximately RMB3,051,000 compared with the corresponding period in 2022 (2022: approximately RMB20,894,000). Overall gross profit margin was approximately 14.7% for the Period, representing an increase of approximately 3.3% as compared to that of the corresponding period in 2022 (2022: approximately 11.4%). Such increase was mainly due to the higher gross profit margin from the dental clinic business. During the Period, the gross profit margin was approximately 11.9% from the inflatable products business and approximately 52.7% from the dental clinic business.

Other income and gains

Total other income and gains was approximately RMB3,981,000 for the Period, representing a decrease of approximately RMB3,473,000 or 46.6% as compared with that of the corresponding period in 2022 (2022: approximately RMB7,454,000). Such decrease was mainly due to the decrease in net exchange gains of approximately RMB2,031,000, the decrease in government subsidies of approximately RMB1,154,000 and the decrease in other income of approximately RMB939,000, partly offset by an increase in bank interest income of approximately RMB505,000.

Distribution and selling expenses

Total distribution and selling expenses was approximately RMB15,183,000 for the Period, representing a decrease of approximately RMB4,504,000 or 22.9% as compared to that of the corresponding period in 2022 (2022: approximately RMB19,687,000). The decrease was mainly due to the decrease in freight expenses of approximately RMB2,283,000, the decrease in sales commission and after-sales services of approximately RMB628,000, the decrease in advertising expenses of approximately RMB679,000 and the decrease in insurance expenses of approximately RMB924,000.

Administrative expenses

The administrative expenses was approximately RMB13,955,000 for the Period, representing a decrease of approximately RMB1,240,000 or 8.2% as compared to that of the corresponding period in 2022 (2022: approximately RMB15,195,000). The decrease was mainly due to the decrease in depreciation and amortization of approximately RMB628,000.

Finance costs

The Group recorded interest on lease liabilities of approximately RMB922,000 for the Period, representing a decrease of approximately RMB309,000 or 25.1% as compared with the corresponding period in 2022 (2022: approximately RMB1,231,000).

Loss for the Period

As a result of the foregoing, the Company recorded the loss for the Period of approximately RMB8,526,000, representing an increase of 2.14% as compared to that of the corresponding period in 2022 (2022: approximately RMB8,347,000).

Dividend

The Board resolved not to declare any dividend for the Period (2022: Nil).

Significant investments, material acquisitions or disposal of subsidiaries or affiliated companies

In January 2023, the Group has completed the acquisition of the entire equity interest in HongKong Eko Holding Co., Limited and its wholly-owned subsidiary, Guangzhou Lide Dental Co., Ltd..

Save as disclosed above, there was no other significant investment, material acquisition or disposal of subsidiaries or associated companies by the Group during the Period.

OTHER INFORMATION

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

As at 30 September 2023, the interests and short positions of the Directors and chief executive of the Company (the "**Chief Executive**") in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")) as recorded in the register required to be kept under section 352 of SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in Rule 5.46 to 5.67 of the GEM Listing Rules (the "**Required Standard of Dealings**") are as follows:

Long position in ordinary shares of the Company

Name of Directors/ Chief Executive	Capacity/Nature of interest	Number of underlying Shares	Percentage of shareholding <i>(Note 1)</i>
Ms. Yan Ping	Interest of a controlled corporation <i>(Note 2)</i>	424,560,000	44.23%

Note:

- (1) The percentage is calculated on the basis of 960,000,000 ordinary shares of the Company in issue as at 30 September 2023.
- (2) Ms. Yan Ping ("**Ms. Yan**") beneficially owns the entire issued share capital of RISEN THRIVE LIMITED. Ms. Yan is deemed, or taken to be, interested in all the Shares held by RISEN THRIVE LIMITED for the purpose of the SFO. Ms. Yan is the sole director of RISEN THRIVE LIMITED.

Save as disclosed above, as at 30 September 2023, none of the Directors or the Chief Executive or their respective associates had any interests or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings.

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

As at 30 September 2023, so far as known to the Directors and the Chief Executive and based on the public records filed on the website of the Stock Exchange and records kept by the Company, there was no other person or corporation (other than the Directors and the Chief Executive) who had any interest or short position in the shares and underlying shares of the Company which would require disclosure to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, beneficially interested in 5% or more of the issued share capital of the Company, or as recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme (the **"Share Option Scheme"**) on 15 November 2017 pursuant to the written resolution of the shareholders of the Company on 15 November 2017 for the purpose of providing additional incentives to eligible participants for their contribution to the Group and/or enabling the Group to attract and retain the best available personnel that are valuable to the Group.

No share option had been granted under the Share Option Scheme since its adoption on 15 November 2017 and up to the date of this report.

COMPETING AND CONFLICT OF INTERESTS

During the Period, the Directors and the Controlling Shareholder and their respective close associates do not have any interest in a business apart from the Group's business which competes and is likely to compete, directly or indirectly, with the business of the Group, as defined in the GEM Listing Rules, or have any other conflicts of interest with the Group.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, all Directors confirmed that they have complied with the Required Standard of Dealings and the code of conduct regarding securities transactions by directors adopted by the Company during the Period.

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 Company's listed securities during the Period.

CORPORATE GOVERNANCE

The Company has applied the principles and code provisions of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules (the "**CG Code**"). During the Period, to the best knowledge of the Board, the Company had complied with the applicable code provisions of the CG Code.

AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") was established on 20 June 2017. The chairlady of the Audit Committee is Ms. Lian Jingyu, an independent non-executive Director, and other members include Ms. Shen Jindan and Ms. Deng Xin, the independent non-executive Directors. The written terms of reference of the Audit Committee are in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provision D.3 of the CG Code and are posted on the Stock Exchange's website and on the Company's website.

The unaudited condensed consolidated financial statements for the Period has not been audited by the independent auditor of the Company, but has been reviewed by the Audit Committee. The Audit Committee believes that the relevant results has complied with the applicable accounting standards of the HKFRSs issued by the HKICPA and the applicable disclosure provisions of the GEM Listing Rules, and that adequate disclosures have been made.

By Order of the Board
China Oral Industry Group Holdings Limited
Yan Ping
Chairlady and executive Director

Hong Kong, 13 November 2023

As at the date of this report, the Board comprises Ms. Yan Ping, Mr. Liu Yao Guang and Mr. Xiao Jiansheng as executive Directors; and Ms. Shen Jindan, Ms. Deng Xin and Ms. Lian Jingyu as independent non-executive Directors.