



Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.*

上海青浦消防器材股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8115)

FIRST QUARTERLY REPORT 2022

* *For identification purpose only*

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

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Zhou Jin Hui
Mr. Shi Hui Xing
Mr. Zhou Guo Ping

Independent Non-Executive Directors

Mr. Song Zi Zhang
Mr. Wang Guo Zhong
Mr. Yang Chun Bao

AUDIT COMMITTEE

Mr. Yang Chun Bao
Mr. Song Zi Zhang
Mr. Wang Guo Zhong

AUTHORISED REPRESENTATIVE

Mr. Chan Chi Wai Benny
Mr. Shi Hui Xing

COMPANY SECRETARY

Mr. Chan Chi Wai Benny

AUDITOR

Ascenda Cachet CPA Limited

PRINCIPAL BANKERS

China Construction Bank Huaxin Sub-branch
Shanghai Rural Commercial Bank Co., Ltd
Chonggu branch

H SHARE SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor
Services Limited
46th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

REGISTERED OFFICE

1988 Jihe Road
Hua Xin Town
Qingpu District, Shanghai
People's Republic of China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2605, Island Place Tower
510 King's Road
North Point, Hong Kong

QUARTERLY RESULTS (UNAUDITED)

The Board of Directors (the “Board”) of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the “Company”, and together with its subsidiaries, collectively the “Group”) presents the unaudited results of the Group for the three months ended 31 March 2022 together with the unaudited comparative figures for the corresponding period in 2021, as follows:

		Unaudited	
		Three months ended 31 March	
		2022	2021
	<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	3	14,783	16,952
Cost of sales		(10,602)	(11,797)
Gross profit		4,181	5,155
Other income and gains	3	289	112
Selling and distribution expenses		(852)	(397)
Administrative expenses		(2,090)	(2,405)
Finance cost		(113)	(129)
Profit before tax		1,415	2,336
Income tax expense	4	(22)	(80)
Profit for the period and total comprehensive income for the period		1,393	2,256
Attributable to:			
Owners of the Company		510	510
Non-controlling interests		883	1,746
		1,393	2,256
Earnings per share attributable to ordinary equity holders of the Company (RMB)	5		
— Basic (cents)		0.27	0.27
— Diluted (cents)		0.27	0.27

Notes:

1. GENERAL

Shanghai Qingpu Fire-Fighting Equipment Factory was transformed into a joint stock limited liability company in the People's Republic of China (the "PRC") on 1 December 2000 and was renamed as Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. ("上海青浦消防器材股份有限公司") (the "Company" together with its subsidiaries, the "Group"). The registered office of the Company is located at No. 1988, Jihe Road, Hua Xin Town, Qingpu District, Shanghai, the PRC and its principal place of business in Hong Kong is situated at Unit 2605, Island Place Tower, 510 King's Road, North Point, Hong Kong.

The Company's H shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

During the period, the Group was involved in the following principal activities:

- manufacture and sale of pressure vessels (including fire-fighting equipment products and pressure vessels products);
- sales of marine fire-fighting equipment and provision of related installation and inspection services;
- provision of fire technology inspection services;
- manufacture and sales of aquarium products;
- trading of other products; and
- lease of office building and industrial properties.

In the opinion of the directors (the "Director") of the Company, the Company's immediate holding company is 聯城消防集團股份有限公司 (literally translated as "Liancheng Fire-Fighting Group Joint Stock Co., Ltd.", "Liancheng"), which is a limited liability company established in the PRC, and the ultimate holding company is 浙江恒泰房地產有限公司 (literally translated as "Zhejiang Hengtai Real Estate Company Limited", "Zhejiang Hengtai"), which is a limited liability company established in the PRC.

2. PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRSs") (which include all International Financial Reporting Standards, International Accounting Standards ("IASs") and Interpretations) promulgated by the International Accounting Standards Board ("IASB"). The condensed consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules") of the Stock Exchange. The financial information has been prepared under the historical convention, except for investment properties and financial assets at fair value through profit or loss, which are measured at fair value.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2022 are unaudited, but have been reviewed by the audit committee of the Company.

The accounting policies adopted are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2021.

The IASB has issued several amendments to IFRSs that are first effective for the current accounting period of the Group. None of these developments has had a material effect on how the Group's results for the current or prior periods have been prepared or presented in this report.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. REVENUE, OTHER INCOME AND GAINS

An analysis of the Group's revenue, other income and gains is as follows:

	Unaudited	
	Three months ended	
	31 March	
	2022	2021
	RMB'000	RMB'000
Revenue from contracts with customers		
Sales of pressure vessels	3,987	4,580
Sales of aquarium products	7,111	7,074
Sales of marine fire-fighting equipment	952	2,080
Inspection services fee	1,059	1,567
	<u>13,109</u>	<u>15,301</u>
Revenue from other sources		
Gross rental income	1,674	1,651
	<u>14,783</u>	<u>16,952</u>
Other income and gains		
Interest income	8	3
Realised gains on financial assets at fair value through profit or loss	125	–
Government grant	93	109
Others	63	–
	<u>289</u>	<u>112</u>
Total revenue, other income and gains	<u>15,072</u>	<u>17,064</u>

4. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the three months ended 31 March 2022 (three months ended 31 March 2021: Nil).

According to the Announcement of the State Administration of Taxation on Issues Relating to Implementation of Inclusive Income Tax Relief Policy for Small Low-profit Enterprises, a lower corporate income tax (“CIT”) rate is applicable to small scale enterprises with low profitability that meet certain conditions, pursuant to which, (i) the first RMB1,000,000 of assessable profits (the “1st Assessable Profits”) of these subsidiaries are effective taxable at 2.5% (i.e. 20% CIT rate on 12.5% of the 1st Assessable Profits); and (ii) the remaining assessable profits not over RMB3,000,000 (the “Remaining Assessable Profits”) are taxable at 10% (i.e. 20% CIT rate on the 50% of the Remaining Assessable Profits). Certain of the Company’s subsidiaries have been designated as a small scale enterprise.

Under the Corporate Income Tax Law, the CIT for other companies in the Group is calculated at a rate of 25% (three months ended 31 March 2021: 25%) on the Group’s estimated assessable profits for the three months ended 31 March 2022.

	Unaudited	
	Three months ended	
	31 March	
	2022	2021
	RMB’000	RMB’000
Current tax — PRC:		
Charge for the period	<u>22</u>	<u>80</u>

5. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share for the three months ended 31 March 2022 is based on the profit attributable to equity holders of the Company of approximately RMB510,000 (three months ended 31 March 2021: approximately RMB510,000), and on the number of 187,430,000 (31 March 2021: 187,430,000) ordinary shares in issue during the period.

No adjustment has been made to the basic earnings per share amounts for the three months ended 31 March 2022 and 2021 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during those periods.

6. DIVIDEND

No dividend was paid or declared by the Company during the three months ended 31 March 2022 (three months ended 31 March 2021: Nil).

7. EQUITY

	Attributable to owners of the Company								Non-controlling interests	Total equity
	Paid up capital	Share premium	Capital reserve	Statutory reserve fund	Discretionary common reserve fund	Asset revaluation reserve	Accumulated losses	Total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2022	18,743	10,910	43,655	9,409	1,500	-	45,400	129,617	10,404	140,021
Profit for the period and total comprehensive income for the period	-	-	-	-	-	-	510	510	883	1,393
As at 31 March 2022	<u>18,743</u>	<u>10,910</u>	<u>43,655</u>	<u>9,409</u>	<u>1,500</u>	<u>-</u>	<u>45,910</u>	<u>130,127</u>	<u>11,287</u>	<u>141,414</u>
As at 1 January 2021	18,743	10,910	43,655	7,571	1,500	11,299	(23,811)	69,867	3,513	73,380
Profit for the period and total comprehensive income for the period	-	-	-	-	-	-	510	510	1,746	2,256
As at 31 March 2021	<u>18,743</u>	<u>10,910</u>	<u>43,655</u>	<u>7,571</u>	<u>1,500</u>	<u>11,299</u>	<u>(23,301)</u>	<u>70,377</u>	<u>5,259</u>	<u>75,636</u>

8. RELATED PARTY TRANSACTIONS

The Group had no material transaction with related parties during the three months ended 31 March 2022 and 2021.

BUSINESS AND FINANCIAL REVIEW

Turnover

For the three months ended 31 March 2022, the Group recorded a turnover of approximately RMB14,783,000 (three months ended 31 March 2021: RMB16,952,000), representing a decrease of approximately 13% over the corresponding period of last year mainly because of loss of customers in inspection services and decrease in sales of marine fire-fighting equipment.

Gross profit

For the three months ended 31 March 2022, the Group's overall gross profit was approximately RMB4,181,000 (three months ended 31 March 2021: RMB5,155,000). The gross profit ratio excluding gross rental income, which does not incur cost of sales, drops to 19% for the three months ended 31 March 2022 (three months ended 31 March 2021: 23%). The drop was mainly due to the loss of certain high gross profit customers in inspection services.

Other income and gains

For the three months ended 31 March 2022, the Group's other income and gains increased to approximately RMB289,000 from RMB112,000, representing an increase of 158% over the corresponding period of last year. This is mainly because of the increase in realised gains on financial assets at fair value through profit or loss.

Selling and distribution expenses

For the three months ended 31 March 2022, the Group's selling and distribution expenses decreased to approximately RMB852,000 from RMB397,000, representing an increase of 115% over the corresponding period of last year. This is mainly because of increase in delivery cost per transaction and costs for expansion of sales department of the aquarium products during the three months ended 31 March 2022.

Administrative expenses

For the three months ended 31 March 2022, the Group's administrative expenses decreased to approximately RMB2,090,000 from RMB2,405,000, representing a decrease of 13% over the corresponding period of last year. This is mainly because of the decrease in legal fee for litigation claimed and staff costs.

Finance costs

For the three months ended 31 March 2022, the Group's finance costs were approximately RMB113,000 (three months 31 March 2021: RMB129,000), mainly representing interest incurred during the three months ended 31 March 2022 for bank borrowings obtained in previous year to partially financing the payment of consideration for the acquisition of production plant.

Profit for the period

At a result of the above, for the three months ended 31 March 2022, the Group recorded a profit for the period of approximately RMB1,393,000 (three months ended 31 March 2021: RMB2,256,000).

Income tax expense

Pursuant to the relevant PRC tax regulations, the normal Corporate Income Tax (“CIT”) rate is 25%.

According to the Announcement of the State Administration of Taxation on Issues Relating to Implementation of Inclusive Income Tax Relief Policy for Small Low-profit Enterprises, a lower corporate income tax (“CIT”) rate is applicable to small scale enterprises with low profitability that meet certain conditions, pursuant to which, (i) the first RMB1,000,000 of assessable profits (the “1st Assessable Profits”) of these subsidiaries are effective taxable at 2.5% (i.e. 20% CIT rate on 12.5% of the 1st Assessable Profits); and (ii) the remaining assessable profits not over RMB3,000,000 (the “Remaining Assessable Profits”) are taxable at 10% (i.e. 20% CIT rate on the 50% of the Remaining Assessable Profits). Certain of the Company’s subsidiaries have been designated as a small scale enterprise.

The effective tax rate of the Group is 2% for the three months ended 31 March 2022 (three months ended 31 March 2021: 4%). The decrease was due to decrease in assessable profits generated during the period.

Non-controlling interests

For the three months ended 31 March 2022, profit for the period attributable to non-controlling interests was approximately RMB883,000 (three months ended 31 March 2021: profit of RMB1,746,000). The decrease was mainly attributable to the decrease in profits of certain non-wholly-owned subsidiaries for the three months ended 31 March 2022 when compared with three months ended 31 March 2021.

BUSINESS REVIEW

The Group’s fire extinguisher products cover three categories, carbon dioxide, water-based, and dry powder. The wide product range offered by the Group can meet the diversified needs of the customers. In addition, the Group’s fire extinguishers for non-marine use are granted the Certificate for Product Type Approval by the China Certification Center for Fire Products and its fire extinguishers for marine use are granted the Certificates of Type Approval by the China Classification Society, Shanghai Branch. The Group’s pressure cylinders have obtained the manufacture licence in the PRC and they meet the quality standards or requirements of the United States of America and the European Union.

Since the outbreak of the COVID-19, the prevention and control of the COVID-19 has been going on throughout the People’s Republic of China (the “PRC”). Facing the pandemic situation, the Group, while cooperating with the government to fight the pandemic situation, actively took measures to avoid the economic loss of the Group. The recent launch of various COVID-19 vaccines have provided protection and have a positive effect to the economy. On

28 March 2022, Shanghai city in the PRC was under temporary lockdown. The lockdown situation was extended in April 2022 and still effective up to the date of this report. Business activities of the Group in Shanghai City are suspended since the lockdown and adverse effects will be reflected in the Company's interim financial statements.

PROSPECT

The directors of the Company remain positive that the economy in the PRC is steadily recovering from global outbreak of COVID-19. With the new production plant has been utilised in 2021 by a subsidiary of the Company, 上海荻野生物科技有限公司 (literally translated "Shanghai Ogino Biotechnology Co., Limited", "Shanghai Ogino"), sale of aquarium products could be boosted further because of better production capacity and better corporate image to attract new customers. The Company will also prudently consider developing and acquiring relevant enterprises which possess sound profitability by way of capital increment in accordance with the relevant laws and regulations in order to accelerate the growth of our profitability so that the Company will become a major enterprise in the manufacturing sale, of fire-fighting equipment and fire fighting service provider in the PRC.

DIRECTORS' AND SUPERVISORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2022, the interests and short positions of the Directors and supervisors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (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 the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules"), were as follows:

Long positions in shares of the Company

Name	Capacity	Number of shares	Approximate percentage of total issued share capital
Mr. Zhou Jin Hui (<i>Note 1</i>)	Held by controlled corporation	133,170,000	71.05%

Note:

- Liancheng hold 131,870,000 domestic shares of the Company. Liancheng Fire Protection Group (Hong Kong) Company Limited, a 100% subsidiary of Liancheng, holds 1,300,000 H shares of the Company. Zhejiang Hengtai owns 80% of Liancheng and Mr. Zhou Jin Hui owns 58% of Zhejiang Hengtai. Accordingly, Mr. Zhou Jin Hui is deemed to be interested in 131,870,000 domestic shares and 1,300,000 H shares in the Company.

Liancheng is owned as to 80% by Zhejiang Hengtai and 20% by Mr. Zhou Jin Hui.

Save as disclosed above, as at 31 March 2022, none of the Directors and supervisors of the Company has any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (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 minimum standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules.

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

As at 31 March 2022, the following persons (other than the Director and supervisors of the Company) have interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name	Capacity	Number of shares	Approximate percentage of total registered Share capital
Liancheng Fire-Fighting Group Company Limited (<i>Note 3</i>)	Beneficial owner	131,870,000 (<i>Note 1</i>)	70.36%
	Held by controlled corporation	1,300,000 (<i>Note 2</i>)	0.69%
Zhejiang Hengtai Real Estate Joint Stock Co., Ltd.	Held by controlled corporation	131,870,000 (<i>Note 1</i>)	70.36%
	Held by controlled corporation	1,300,000 (<i>Note 2</i>)	0.69%
Mr. Zhou Jin Hui	Held by controlled corporation	131,870,000 (<i>Note 1</i>)	70.36%
		1,300,000 (<i>Note 2</i>)	0.69%

Notes:

- All represent domestic shares of the Company.
- Liancheng hold 131,870,000 domestic shares of the Company. Liancheng Fire Protection Group (Hong Kong) Company Limited, a wholly-owned subsidiary of Liancheng, holds 1,300,000 H shares of the Company. Zhejiang Hengtai owns 80% of Liancheng. Accordingly, Zhejiang Hengtai is deemed to be interested in 131,870,000 domestic shares and 1,300,000 H shares in the Company.

Liancheng is owned as to 80% by Hengtai and 20% by Mr. Zhou Jin Hui.

- On 12 January 2017, the board of directors of the Company was notified that, an aggregate of 131,870,000 domestic shares of the Company (the "Pledged Shares") held by Liancheng have been pledged in favour of an independent third party (the "Lender") as a security for a loan amount of RMB198,000,000 provided by the Lender to Liancheng (the "2017 Loan"). The Pledged Shares will be released if Liancheng makes a partial repayment amounting to RMB63,000,000 to the Lender. Relevant shares pledge registration procedures have been completed with China Securities Depository and Clearing Corporation Limited. As of 12 January 2017 and the date of this report, the Pledged Shares represent approximately 70.36% and 100% of the issued share capital and domestic shares of the Company, respectively.

Save as disclosed above, the Company has not been notified of any other person had relevant interests representing 5 percent or more in the issued shares capital of the Company as at 31 March 2022.

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

To the best knowledge of the Board, save as disclosed in note 8 of this report, no contracts of significance in relation to the Company's business to which the Company was a party and in which any persons who were Directors and supervisors of the Company during the three months ended 31 March 2022 had a material interest, whether directly or indirectly, subsisted at 31 March 2022 or at any time during the three months ended 31 March 2022.

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

During the three months ended 31 March 2022, the Company did not purchase, sell or redeem any of the Company's listed securities.

CORPORATE GOVERNANCE

The Company wish to state that it has complied with all code provisions set out in the Code on Corporate Governance Practices contained in the Appendix 15 of the GEM Listing Rules (the "Code") during the period.

(1) Corporate Governance Practices

The Company is committed to promoting good corporate governance, with the objectives of (i) the maintenance of responsible decision making, (ii) the improvement in transparency and disclosure of information to shareholders, (iii) the continuance of respect for the rights of shareholders and the recognition of the legitimate interests of the shareholders, and (iv) the improvement in management of risk and the enhancement of performance by the Company. The Company has applied Appendix 15 of the GEM Listing Rules with these objectives in mind.

(2) Directors' Securities Transactions

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of the Directors of the Company, all Directors have complied with the required standard of dealings and code of conduct regarding securities transactions by directors.

AUDIT COMMITTEE

The Company has an audit committee (the “Audit Committee”) established with written terms of reference in compliance with GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls of the Group and to provide advice to the Directors of the Company.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Yang Chun Bao, Mr. Wang Guo Zhong and Mr. Song Zi Zhang.

The Audit Committee has reviewed the Group’s unaudited results for the three months ended 31 March 2022 and has provided advice and comments thereon.

By order of the Board
Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.
Zhou Jin Hui
Chairman

Shanghai, 13 May 2022

As at the date of this report, the executive Directors are Mr. Zhou Jin Hui, Mr. Shi Hui Xing and Mr. Zhou Guo Ping; and the independent non-executive Directors are Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Song Zi Zhang.

This report will be published on the GEM website on the “Latest Company Report” page for at least 7 days from the date of publication and on the website of the Company www.shanghaiqingpu.com.