## ZHONGMIN BAIHUI RETAIL GROUP LTD.

(Company Registration No.: 200411929C)

## UNAUDITED FINANCIAL STATEMENT FOR THE FIRST QUARTER ENDED 31 MARCH 2017

## PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 \& Q3), HALF YEAR AND FULL YEAR RESULTS

1(a) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Consolidated statement of comprehensive income for the first quarter ended 31 March 2017 ("1Q 2017")

|  |  | Group <br> ended | Change$+/(-)$ |
| :---: | :---: | :---: | :---: |
|  | 3 months ended |  |  |
|  | 31/3/2017 | 31/3/2016 |  |
|  | RMB'000 | RMB'000 | \% |
| Revenue ${ }^{(1)}$ | 258,346 | 229,872 | 12.4 |
| Cost of sales | $(178,068)$ | $(145,585)$ | 22.3 |
| Gross profit | 80,278 | 84,287 | (4.8) |
| Other income | 18,775 | 17,012 | 10.4 |
| Interest income | 2,526 | 3,400 | (25.7) |
| Selling and distribution expenses | $(52,865)$ | $(57,697)$ | (8.4) |
| Administrative expenses | $(19,393)$ | $(18,879)$ | 2.7 |
| Profit before taxation and share of results of associates | 29,321 | 28,123 | 4.3 |
| Share of results of associate | (49) | (58) | (15.5) |
| Profit before taxation ${ }^{(2)}$ | 29,272 | 28,065 | 4.3 |
| Taxation | $(8,465)$ | $(7,661)$ | 10.5 |
| Profit after taxation | 20,807 | 20,404 | 2.0 |
| Other comprehensive income: |  |  |  |
| Items that may be reclassified subsequently to profit or loss |  |  |  |
| Currency translation gain | 1,410 | 1,067 | 32.1 |
| Other comprehensive income, net of tax | 1,410 | 1,067 | 32.1 |
| Total comprehensive income for the for the period attributable to the owners of the Company | 22,217 | 21,471 | 3.5 |

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## Notes to the consolidated statement of comprehensive income

## 1. Revenue

The Group's revenue represents the net amount received and receivable for goods sold by direct sales, commission from concessionaire sales, rental income and income from managed rental. An analysis of the Group's revenue for the financial period is as follows:


* Gross sales proceeds represent the aggregate sum of revenue received and receivable for goods sold by direct sales, gross revenue from concessionaire sales, rental income and income from managed rental.


## 2. Profit before taxation

|  | Group |  |
| :---: | :---: | :---: |
| 3 months ended |  |  |
| $31 / 3 / 2017$ | $31 / 3 / 2016$ | Change |
| RMB'000 | RMB' 000 | $\%$ |

Profit before tax is arrived at after (charging)/crediting the following:

Inventories written down

Other income:

| Advertisement and promotion fees | 12,981 | 13,680 | $(5.1)$ |
| :--- | ---: | ---: | ---: |
| Exchange gain | - | 13 | n.m. |
| Leisure facilities charges | 191 | 197 | $(3.0)$ |
| Management fees | 1,238 | 1,632 | $(24.1)$ |
| Net gain on disposal of property, plant and <br> $\quad$ equipment | - | 381 | n.m. |
| Write-back of free-rent incentives and step <br> rental provision | 3,044 |  | n.m. |

## Selling and distribution expenses:

Employee benefit expenses

- Defined contribution plans
- Salaries, wages, bonuses and other costs

Rental expenses*
Utilities
Amortisation of intangible assets
Advertisement and promotion fees
Business tax and surcharges

## Admininstrative expenses:

## Employee benefit expenses

- Defined contribution plans
- Salaries, wages, bonuses and other costs

Bank charges
Director fees
Depreciation of property, plant and equipment
Office supplies
(180)

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.


## Non-current assets

Property, plant and equipment
Intangible assets
Investment in subsidiaries
Investment in an associate
Long-term investment
Prepayments
Deferred tax assets
Other assets

| 48,986 | 45,975 | 11 | 12 |
| ---: | ---: | ---: | ---: |
| 6,198 | 6,318 | - | - |
| - | - | 48,378 | 48,378 |
| 24,627 | 24,676 | - | - |
| 3,800 | 3,800 | - | - |
| 48,894 | - | - | - |
| 13,685 | 14,184 | - | - |
| 3,565 | 3,565 |  | - |
|  |  |  | 48,389 |

## Current assets

Inventories
Prepayments
Trade and other receivables
Amount due from an associate
Amount due from related parties
Cash and cash equivalents

| 106,121 | 113,774 | - | - |
| ---: | ---: | :---: | :---: |
| 22,230 | 22,143 | 86 | 46 |
| 28,672 | 28,640 | 46 | 45 |
| 6,900 | 4,200 | - | - |
| 9,736 | 6,507 | - | - |
| 252,714 | 287,832 | 463,096 | 48,512 |
| 426,373 |  | 48,644 | 61,276 |

## Less: Current liabilities

Trade and other payables
Other liabilities
Amount due to related parties
Income tax payable

Net current assets

## Non-current liabilities

| Other liabilities | 47,745 | 49,995 | - | - |
| :---: | :---: | :---: | :---: | :---: |
| Deferred tax liabilities | 4,937 | 4,873 | 3,449 | 3,355 |
|  | 52,682 | 54,868 | 3,449 | 3,355 |
| Net assets | 169,692 | 160,436 | 91,013 | 104,739 |
| Equity attributable to the holders of the Company |  |  |  |  |
| Share capital | 67,148 | 67,148 | 67,148 | 67,148 |
| Treasury shares | $(21,972)$ | $(9,011)$ | $(21,972)$ | $(9,011)$ |
| Statutory common reserve | 24,409 | 24,409 | - | - |
| Currency translation reserve | (548) | $(1,958)$ | (558) | $(1,968)$ |
| Revenue reserve | 100,655 | 79,848 | 46,395 | 48,570 |
| Total equity | 169,692 | 160,436 | 91,013 | 104,739 |

1(b)(ii) Aggregate amount of group's borrowings and debt securities.

Amount repayable in one year or less, or on demand

None.

## Amount repayable after one year

None.

Details of any collateral

Not applicable.

## 1(c) Consolidated statement of cash flow (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

| Group $\longrightarrow$ |  |
| :---: | :---: |
| 3 months ended |  |
| $31 / 3 / 2017$ | $31 / 3 / 2016$ |
| RMB'000 | RMB'000 |

## Cash flows from operating activities

| Profit before taxation | 29,272 | 28,065 |
| :---: | :---: | :---: |
| Adjustments for: |  |  |
| Depreciation of property, plant and equipment | 1,667 | 1,847 |
| Amortisation of intangible assets | 119 | 152 |
| Net gain on disposal of property, plant and equipment | - | (381) |
| Rent-free incentives and step rental provision | 794 | 7,117 |
| Write-back of free-rent incentives and step rental provision | $(3,044)$ | - |
| Inventories written down | 42 | 180 |
| Interest income | $(2,526)$ | $(3,400)$ |
| Share of results of associate | 49 | 58 |
| Operating cash flows before changes in working capital | 26,373 | 33,638 |
| Decrease in inventories | 7,611 | 2,425 |
| Increase in prepayments | (86) | (101) |
| (increase)/decrease in trade and other receivables | $(3,257)$ | 3,252 |
| Increase in trade and other payables | 2,146 | 6,336 |
| Cash flows generated from operation | 32,787 | 45,550 |
| Interest received | 2,526 | 3,400 |
| Tax paid | $(2,758)$ | $(6,545)$ |
| Net cash flows generated from operating activities | 32,555 | 42,405 |
| Cash flows from financing activities |  |  |
| Increase in amount due from an associate | $(2,700)$ | (300) |
| Purchase of treasury shares | $(12,960)$ | - |
| Net cash flows used in financing activities | $(15,660)$ | (300) |
| Cash flows from investing activities |  |  |
| Purchases of property, plant and equipment | $(4,678)$ | $(3,057)$ |
| Long-term investment | - | $(1,900)$ |
| Prepayments | $(48,894)$ | - |
| Proceeds from disposal of property, plant and equipment | - | 808 |
| Net cash flows used in investing activities | $(53,572)$ | $(4,149)$ |
| Net (decrease)/increase in cash and cash equivalents | $(36,677)$ | 37,956 |
| Effect of exchange rate changes on cash and cash equivalents | 1,559 | 1,142 |
| Cash and cash equivalents at beginning of financial period | 287,832 | 268,149 |
| Cash and cash equivalents at end of financial period | 252,714 | 307,247 |

For the purpose of the consolidated statement of cash flows, the cash and cash equivalents comprise the following:

| Cash on hand | 6,230 | 6,225 |
| :--- | ---: | ---: | ---: |
| Bank balances | 246,484 <br> 301,022 | 307,247 |

1(d) (i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

|  | Attributable to equity holders of the Company |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Share capital RMB'000 | Treasury shares RMB'000 | Currency translation reserve RMB'000 | Revenue reserve RMB'000 | Statutory common reserve RMB'000 | Total equity RMB'000 |
| Group |  |  |  |  |  |  |
| Balance at 1 January 2017 | 67,148 | $(9,011)$ | $(1,958)$ | 79,848 | 24,409 | 160,436 |
| Exchange difference arising from the translation from functional currency to presentation currency representing other comprehensive income for the period | . |  | 1,410 | . | . | 1,410 |
| Profit for the period | - | - | - | 20,807 | - | 20,807 |
| Total comprehensive income for the period | - | - | 1,410 | 20,807 | - | 22,217 |
| Purchase of treasury shares | - | $(12,961)$ | - | - | - | (12,961) |
| Balance at 31 March 2017 | 67,148 | (21,972) | (548) | 100,655 | 24,409 | 169,692 |
| Balance at 1 January 2016 | 67,148 | - | $(1,336)$ | 26,457 | 22,502 | 114,771 |
| Exchange difference arising from the translation from functional currency to presentation currency representing other comprehensive income for the period | - | - | 1,067 | - | - | 1,067 |
| Profit for the period | - | - | - | 20,404 | - | 20,404 |
| Transfer to statutory common reserve | - | - | - | (719) | 719 | - |
| Total comprehensive income for the period | - | - | 1,067 | 19,685 | 719 | 21,471 |
| Balance at 31 March 2016 | 67,148 |  | (269) | 46,142 | 23,221 | 136,242 |


| Attributable to equity holders of the Company |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Share capital RMB'000 | Treasury <br> shares <br> RMB'000 | Currency translation reserve RMB'000 | Revenue reserve RMB'000 | Total <br> RMB'000 |
| 67,148 | $(9,011)$ | $(1,968)$ | 48,570 | 104,739 |
| - | - | 1,410 | - | 1,410 |
| - | - | - | $(2,175)$ | $(2,175)$ |
| - | - | 1,410 | $(2,175)$ | (765) |
| - | $(12,961)$ | - | - | $(12,961)$ |
| 67,148 | $(21,972)$ | (558) | 46,395 | 91,013 |
| 67,148 | - | $(1,346)$ | 35,546 | 101,348 |
| - | - | 1,067 | - | 1,067 |
| - | - | - | 6,219 | 6,219 |
| - | - | 1,067 | 6,219 | 7,286 |
| 67,148 | - | (279) | 41,765 | 108,634 |

1(d) (ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There were no changes in the share capital of the Company in 1Q 2017.

There were a total of $3,938,300$ treasury shares held as at 31 March 2017 (31 March 2016: Nil).

There were no outstanding convertibles issued or subsidiary holdings as at 31 March 2017.

1(d) (iii) Total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

The total number of issued shares (excluding treasury shares) as at 31 March 2016 were 192,381,700 (31 December 2016: 194,775,300).

1(d) (iv) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

|  | 3 months ended |  |  |
| :--- | :--- | ---: | :--- |
|  | $\mathbf{3 1 / 3 / 2 0 1 7}$ | $\mathbf{3 1 / 3 / 2 0 1 6}$ |  |
|  |  |  |  |
| Balance at beginning of financial period | $1,544,700$ | - |  |
| Purchase of treasury shares | $2,393,600$ | - |  |
| Balance at end of financial period | $-3,938,300$ | - |  |

1(d) (v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable.

Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the auditors.

3 Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter).

Not applicable.

Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Except as disclosed in paragraph 5 below, the Group has applied the same accounting policies and methods of computation as in the financial statements for the current financial period compared with those of the audited financial statements as at 31 December 2016.

If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The Group adopted the new/revised FRS and Interpretations of FRS ("INT FRS") that are effective for annual periods beginning on or after 1 January 2017. The adoption of the above FRS and INT FRS did not have any significant impact on the financial statements of the Group.

Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

|  | 3 months ended |  |
| :--- | ---: | ---: |
| $31 / \mathbf{3} / \mathbf{2 0 1 7}$ | 31/3/2016 <br> RMB cents | RMB cents |

Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on and (b) immediately preceding financial year.

| 31/3/2017 | 31/12/2016 | 31/3/2017 | 31/12/2016 |
| :---: | :---: | :---: | :---: |
| RMB cents | RMB cents | RMB cents | RMB cents |

Net asset value per ordinary share 88.21 82.37 47.31
53.77

A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

## Statement of Comprehensive Income

A review of the statement of Comprehensive Income for the three-month period ended 31 March 2016 ("1Q 2016") and 1Q 2017 are as follows:-

The Group revenue rose by $12 \%$ to RMB258.3 million (from RMB229.9 million) in 1Q 2017 mainly due to contribution from its additional stores opened in 4Q 2016.

However the Group's gross profit declined by 5\% to RMB80.3 million (RMB84.3 million) mainly due to lower revenue from rental and managed rental segments.

As our cost of sales is incurred solely in respect of our direct sales activities, a discussion on the gross profit margins for our rental, managed rental and concessionaire sales activities is not meaningful.

The Group's gross profit and gross profit margin in respect of our direct sales activities are set out below:


The gross profit margin for the direct sales activities slightly decreased to 12.5\% (13.2\%) in 1Q 2017 mainly due to higher sales promotions.

Other income increased by $10 \%$ to RMB18.8 million (RMB17.0 million) in 1Q 2017 mainly due to the reversal of Quanzhou Hui'an Chengnan Store's rent-free incentives and step rental provision, amounting to RMB3.0 million, following the shareholders' approval of the acquisition at the Extraordinary General Meeting on 24 March 2017.

Selling and distribution expenses declined by 8\% to RMB52.9 million (RMB57.7 million) in 1Q 2017 mainly due to lower rental expenses, lower business tax and surcharges resulting from value-added tax (VAT) reform in Fujian province with effect from May 2016, and the improvement in staff's operational efficiency.

For rental expenses, our stores operate on leased premises on a fixed tenure and rental is charged on an increasing basis over their lease periods. Based on the Group's accounting policy, rental expenses on increasing basis are amortised equally over the entire period of any lease. As such, apart from the actual rental expense charged by the landlords, rent-free incentives and step rental provision of RMB0.8 million were accrued in 1Q 2017 and were non-cash in nature.

Administrative expenses slightly increased by 3\% to RMB19.4 million (RMB18.9 million) in 1Q 2017 mainly due to additional administrative expenses for the operation of the additional stores.

The tax expenses of the Group increased by $11 \%$ to RMB8.5 million (RMB7.7 million) in 1Q 2017 mainly due to reversal of deferred tax assets amounting to RMB0.8 million in relation to the reversal of rent-free incentives and step rental provision for Quanzhou Hui'an Chengnan Store.

As a result of the preceding factors mentioned, net profit for the Group rose by $2 \%$ to RMB20.8 million (RMB20.4 million) in 1Q 2017.

## Balance Sheet

A review of the balance sheet items as at 31 December 2016 and 31 March 2017 are as follows:-

Non-current assets increased by RMB51.2 million or 52\% to RMB149.8 million (RMB98.5 million) as at 31 March 2017 mainly due to (i) additional capital expenditure of RMB 4.7 million for the Group's additional stores, which was partly offset by depreciation charges of RMB 1.7 million for the financial period; and (ii) first instalment payment of RMB48.9 million for the acquisition of Quanzhou Hui'an Chengnan Store's retail premises.

Current assets decreased by RMB36.7 million or $8 \%$ to RMB426.4 million (RMB463.1 million) as at 31 March 2017 mainly due to (i) decrease in inventories by RMB7.7 million after seasonal vacations; and (ii) decrease in cash and cash equivalents by RMB35.1 million mainly due to instalment payment for the acquisition of Quanzhou Hui'an Chengnan Store's retail premises and the Company's share buyback which was offset by the cash generated from the Group's operations.

Current liabilities increased by RMB7.4 million or $2 \%$ to RMB353.8 million (RMB 346.3 million) as at 31 March 2017 mainly due to (i) increase in trade and other payables by RMB13.4 million as a result of higher procurement activities; and (ii) increase in income tax payable by RMB5.2 million arising from additional provision during the financial period, offset by (iii) decrease in other liabilities by RMB11.3 million as a result of lower accruals of operating expenses.

Non-current liabilities decreased by RMB2.2 million or $4 \%$ to RMB52.7 million (RMB54.9 million) as at 31 March 2017 mainly due to the reversal of rent-free incentives and step rental provision for Quanzhou Hui'an Chengnan Store.

## Cash flow statement

The Group reported a net decrease of RMB35.1 million in cash and cash equivalents in 1Q 2017 mainly due to:

1 Net cash used in financing activities amounting to RMB15.7 million in 1Q 2017 mainly for the Company's share buyback of RMB13.0 million.

2 Net cash used in investing activities amounting to RMB53.6 million in 1Q 2017 mainly for acquisition of Quanzhou Hui'an Chengnan Store's retail premises.

Offset by:

Net cash generated from operating activities amounting to RMB32.6 million in 1Q 2017. This was attributable mainly to (i) operating cash flows before working capital changes of RMB26.4 million in 1Q 2017 after adjustment mainly for rental-free incentives and step rental provision of RMB0.8 million and its write-back of RMB3.0 million which were non-cash in nature, and depreciation of property, plant and equipment and amortisation of intangible assets of RMB1.8 million; and (ii) a decrease in inventories of RMB7.6 million in 1Q 2017 after seasonal vacations, offset by (iii) payment of income tax of RMB2.8 million in 1Q 2017.

9 Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

The Group's performance in 1Q 2017 is largely in line with what was previously reported or disclosed.

A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The Chinese economy exhibited some encouraging strength in the beginning of this year. According to the National Bureau of Statistics of China, the GDP for the first quarter of 2017 grew by 6.9\%. The retail sales of consumer goods for the same period also grew by $10.0 \%$. Nevertheless, the retail sector remains competitive. We will continue to explore ways to increase our revenue and control costs. Barring any unforeseen circumstances, we expect the Group's performance to remain satisfactory in the near future.

Dividend
(a) Current Financial Period Reported On

Any dividend recommended for the current financial period reported on?

| Name of Dividend | Interim |
| :--- | :--- |
| Dividend Type | Cash |
| Dividend amount per ordinary share | 1.0 Singapore cent |
| Tax rate | One-tier tax exempt |

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

| Name of Dividend | Interim |
| :--- | :--- |
| Dividend Type | Cash |
| Dividend amount per ordinary share | 1.0 Singapore cent |
| Tax rate | One-tier tax exempt |

## (c) Date payable

The interim dividend will be paid on or about 9 June 2017.

## (d) Books closure date

Notice is hereby given that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 pm on 26 May 2017 for the purpose of determining shareholders' entitlements to the interim dividend.

Duly completed registrable transfers received by the Company's Share Transfer Agent, boardroom Corporate \& Advisory Services Pte. Ltd. at 50 Raffles Place, \#32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 26 May 2017 will be registered to determine shareholders' entitlements to the interim dividend.

Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 26 May 2017 will be entitled to the interim dividend. If no dividend has been declared/recommended, a statement to that effect.

Not applicable.

Interested person transactions

| Name of interested person | Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) | Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $\mathbf{S} \$ 100,000$ ) |
| :---: | :---: | :---: |
| Management fees charged to a related party: Quanzhou Zhongmin Baihui Shopping Co., Ltd. | RMB1,238,208 | - |

The Group has not obtained a general mandate from Shareholders for interested person transactions.

## Negative confirmation pursuant to Rule 705(5).

The Board of Directors confirms that to the best of their knowledge, nothing has come to the attention of the Board of Directors which may render the financial results for the first quarter ended 31 March 2017 of the Group and the Company to be false or misleading in any material aspect.
15. Confirmation that the issuer has procured undertakings from all its directors and executive officers under Rule 720(1)

The Company hereby confirms that it has procured undertakings from all the directors and executive officers under Rule 720(1).

## BY ORDER OF THE BOARD

ZHONGMIN BAIHUI RETAIL GROUP LTD.
LEE SWEE KENG
EXECUTIVE CHAIRMAN

13 May 2017


[^0]:    n.m. - Not meaningful

