

Company Name : CHINA OIHUA WINERY HOLDINGS LIMITED  
 Stock Name : CNOIHUA  
 Financial Period Ended : 30 JUNE 2022  
 Quarter : 2  
 QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE SECOND QUARTER ENDED 30 JUNE 2022



**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

PARTICULARS	NOTE	CUMULATIVE QUARTER		CUMULATIVE QUARTER	
		CURRENT YEAR TO DATE ENDED 30/Jun/22	PRECEDING YEAR YEAR TO DATE ENDED 30/Jun/21	CURRENT YEAR TO DATE ENDED 30/Jun/22	PRECEDING YEAR YEAR TO DATE ENDED 30/Jun/21
		RMB'000	RMB'000	RM'000	RM'000
Revenue		7,069	4,505	4,830	2,951
Cost of sales		(6,766)	(4,343)	(4,432)	(2,845)
Gross Profit		303	162	398	106
Finance and other income		174	68	114	44
Marketing and distribution		(1,523)	(1,544)	(997)	(1,011)
Administrative expenses		(940)	(763)	(419)	(500)
Other expenses		(5)	(2)	(3)	(1)
(Loss)/profit before tax		(1,691)	(2,079)	(1,107)	(1,362)
Income tax expenses	B4	-	-	-	-
(Loss)/profit net of tax		(1,691)	(2,079)	(1,107)	(1,362)
<b>Total comprehensive (loss)/ income for the period</b>		<b>(1,691)</b>	<b>(2,079)</b>	<b>(1,107)</b>	<b>(1,362)</b>
(Loss)/profit attributable to :					
- Owners of the parent		(1,613)	(1,984)	(1,056)	(1,300)
- Non-controlling interests		(78)	(95)	(51)	(62)
<b>Total comprehensive (loss)/ income attributable to :</b>		<b>(1,691)</b>	<b>(2,079)</b>	<b>(1,107)</b>	<b>(1,362)</b>
(Loss)/earnings per share from Group's net (loss)/profit attributable to shareholders	B11				
Basic (RMB cents / RM sen)		(0.24)	(0.30)	(0.16)	(0.20)
Diluted (RMB cents / RM sen)		(0.24)	(0.30)	(0.16)	(0.20)

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the financial statements.)

**Note:**  
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Company Name : CHINA OUHUA WINERY HOLDINGS LIMITED  
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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

PARTICULARS	NOTE	INDIVIDUAL QUARTER		INDIVIDUAL QUARTER	
		PRECEDING YEAR	PRECEDING YEAR	PRECEDING YEAR	PRECEDING YEAR
		CURRENT QUARTER	CORRESPONDING QUARTER	CURRENT QUARTER	CORRESPONDING QUARTER
		30/Jun/22	30/Jun/21	30/Jun/22	30/Jun/21
		RMB'000	RMB'000	RM'000	RM'000
Revenue		4,319	3,150	2,829	2,063
Cost of sales		(4,094)	(3,014)	(2,682)	(1,974)
Gross Profit		225	136	147	89
Finance and other income		126	46	83	32
Marketing and distribution		(759)	(766)	(497)	(502)
Administrative expenses		(312)	(441)	(204)	(289)
Other expenses		(3)		(2)	-
Profit/(Loss) before tax		(723)	(1,023)	(473)	(670)
Income tax expenses	B4	-	-	-	-
Profit/(Loss) net of tax		(723)	(1,023)	(473)	(670)
Other comprehensive income:					
Foreign currency translation		-	-	-	-
Total comprehensive income/loss for the period		(723)	(1,023)	(473)	(670)
Profit/(Loss) attributable to :					
- Owners of the parent		(692)	(979)	(453)	(641)
- Non-controlling interests		(31)	(44)	(20)	(29)
Total comprehensive (loss)/income attributable to :		(723)	(1,023)	(473)	(670)
(Loss)/earnings per share from Group's net (loss)/profit attributable to shareholders	B11				
Basic (RMB cents / RM sen)		(0.10)	(0.15)	(0.07)	(0.10)
Diluted (RMB cents / RM sen)		(0.10)	(0.15)	(0.07)	(0.10)

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the financial statements.)

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Company Name : CHINA OUHUA WINERY HOLDINGS LIMITED  
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 QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE SECOND QUARTER ENDED 30 JUNE 2022



**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2022**

PARTICULARS	NOTE	UNAUDITED AS AT 30/Jun/22 RMB'000	AUDITED AS AT 31/Dec/21 RMB'000	UNAUDITED AS AT 30/Jun/22 RM'000	AUDITED AS AT 31/Dec/21 RM'000 (Restated)
<b>ASSETS AND LIABILITIES</b>					
<b>Non-current assets</b>					
Property, plant and equipment		27,985	29,505	18,338	19,327
Biological assets		-	-	-	-
Prepayments		-	-	-	-
		<u>27,985</u>	<u>29,505</u>	<u>18,338</u>	<u>19,327</u>
<b>Current assets</b>					
Inventories		17,270	21,124	11,312	13,837
Trade and other receivables		131,908	120,324	86,404	78,815
Financial asset, at FVPL		-	-	-	-
Cash and cash equivalents		15,754	23,834	10,319	15,612
		<u>164,932</u>	<u>165,282</u>	<u>108,035</u>	<u>108,264</u>
<b>Current liabilities</b>					
Trade and other payables		5,321	5,490	3,485	3,596
Other liabilities		-	-	-	-
		<u>5,321</u>	<u>5,490</u>	<u>3,485</u>	<u>3,596</u>
Net current assets		<u>159,611</u>	<u>159,792</u>	<u>104,550</u>	<u>104,668</u>
<b>Non-current liability</b>					
Deferred tax liabilities		-	-	-	-
<b>Net assets</b>		<u>187,606</u>	<u>189,297</u>	<u>122,888</u>	<u>123,995</u>
<b>EQUITY</b>					
Share capital		205,838	205,838	134,830	134,830
Other reserve		30,531	30,531	19,999	19,999
Accumulated losses		(52,325)	(50,712)	(34,274)	(33,218)
Non-controlling interests		3,562	3,640	2,333	2,384
Total equity		<u>187,606</u>	<u>189,297</u>	<u>122,888</u>	<u>123,995</u>
Net Assets per share attributable to equity holders of the Group (RMB / RM)		0.28	0.28	0.19	0.19

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the financial statements.)

**Note:**

The presentation currency of this unaudited and audited interim financial statement is Renminbi ("RMB"). Supplementary information in Ringgit Malaysia ("RM") shown is for reference only and is based on the exchange rate of RMB1 to RM0.65503 as at 31 Dec 2021.

Company Name : CHINA OUHUA WINERY HOLDINGS LIMITED  
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 Financial Period Ended : 30 JUNE 2022  
 Quarter : 2



**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE SECOND QUARTER ENDED 30 JUNE 2022**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	Attributable to Equity Holders of The Group						Total Equity RMB'000
	Share Capital RMB'000	Statutory Reserve funds RMB'000	Other capital reserves RMB'000	Accumulated Losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	
(IN RMB)							
At 1 January 2022	205,838	29,508	1,023	(50,712)	185,657	3,640	189,297
Loss and other comprehensive(loss)/profit for the year	-	-	-	(1,613)	(1,613)	(78)	(1,691)
At 30 June 2022	205,838	29,508	1,023	(52,325)	184,044	3,562	187,606
(IN RM)							
At 1 January 2022	134,830	19,329	670	(33,218)	121,611	2,384	123,995
Loss and other comprehensive(loss)/profit for the year	-	-	-	(1,056)	(1,056)	(51)	(1,107)
At 30 June 2022	134,830	19,329	670	(34,274)	120,555	2,333	122,888

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the financial statements.)

**Notes:**

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Company Name : CHINA OUHUA WINERY HOLDINGS LIMITED  
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 Financial Period Ended : 30 JUNE 2022  
 Quarter : 2



**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE SECOND QUARTER ENDED 30 JUNE 2022**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	← Attributable to Equity Holders of The Group →					Total Equity RMB'000
	Share Capital RMB'000	Statutory Reserve funds RMB'000	Other capital reserves RMB'000	Accumulated Losses RMB'000	Total RMB'000	
(IN RMB)						
at 1 January 2021	205,838	29,508	1,023	(46,629)	189,740	193,560
Profit for the period	-	-	-	(1,984)	(1,984)	(2,079)
At 30 June 2021	205,838	29,508	1,023	(48,613)	187,756	191,481
(IN RM)						
at 1 January 2021	134,830	19,329	670	(30,543)	124,286	126,788
Profit for the period	-	-	-	(1,300)	(1,300)	(1,362)
At 30 June 2021	134,830	19,329	670	(31,843)	122,986	125,426

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and its accompanying explanatory notes attached to the financial statements.)

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 QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE SECOND QUARTER ENDED 30 JUNE 2022



**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	CURRENT YEAR TO DATE 30/Jun/22	PRECEDING CORRESPONDING YEAR TO DATE 30/Jun/21	CURRENT YEAR TO DATE 30/Jun/22	PRECEDING YEAR CORRESPONDING YEAR TO DATE 30/Jun/21
	RMB'000	RMB'000	RM'000	RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Loss before taxation	(1,691)	(2,079)	(1,108)	(1,362)
Adjustments for :-				
Depreciation and amortisation expenses	1,510	1,527	989	1,000
Reversal for impairment loss of property, plant and equipment				
Loss on disposal of PPE				
Fair value gain on financial asset, at FVPL	(104)		(68)	
(Reversal)/ Allowance for inventory obsolescence				
Inventories written off				
Interest income	(43)	(60)	(28)	(39)
<b>Operating profit before working capital changes</b>	<b>(328)</b>	<b>(612)</b>	<b>(215)</b>	<b>(401)</b>
Decrease/(increase) in:				
Inventories	3,854	(2,301)	2,524	(1,507)
Trade and other receivables	(11,584)	3,019	(7,587)	1,977
(Decrease)/Increase in:				
Trade and other payables	(169)	2,589	(111)	1,696
Other liabilities	-	-	-	-
<b>Cash flows used in operations</b>	<b>(8,227)</b>	<b>2,695</b>	<b>(5,389)</b>	<b>1,765</b>
Interest income received	43	60	28	39
<b>Net cash flows used in operating activities</b>	<b>(8,184)</b>	<b>2,755</b>	<b>(5,361)</b>	<b>1,804</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of property, plant and equipment				
Proceeds from sale of financial asset, at FVPL	14,104		9,238	
Purchase of financial asset, at FVPL	(14,000)	(10,600)	(9,170)	(6,943)
<b>Net cash flow generated from/(used in) investing activities</b>	<b>104</b>	<b>(10,600)</b>	<b>68</b>	<b>(6,943)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Dividends paid to shareholders	-	-	-	-
Dividends paid to non controlling-interests	-	-	-	-
Dividend recovered	-	-	-	-
<b>Net cash flows used in financing activities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>(8,080)</b>	<b>(7,845)</b>	<b>(5,293)</b>	<b>(5,139)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>	<b>23,834</b>	<b>8,490</b>	<b>15,612</b>	<b>5,561</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>15,754</b>	<b>645</b>	<b>10,319</b>	<b>422</b>
<b>Cash and cash equivalents at the end of the period comprise the followings:</b>				
Cash on hand and at banks	15,754	645	10,319	422
	<b>15,754</b>	<b>645</b>	<b>10,319</b>	<b>422</b>

(The accompanying explanatory notes form an integral part of and should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2021)

**Note:**

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## **A. NOTES TO THE QUARTERLY RESULTS**

### **1. Basis of accounting and changes in accounting policies**

#### **a) Basis of accounting**

The condensed consolidated financial statements for the financial period ended 30 June 2022 are unaudited and have been prepared in accordance with the provisions of the Companies Act, Chapter 50 (the Act), Singapore Financial Reporting Standards (International) [SFRS(I)s] which are simultaneously compliant with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The condensed consolidated financial statements should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2021 and the accompanying explanatory notes attached to this financial report.

#### **b) Changes in accounting policies**

At the date of this report, the Group has adopted certain new standards, amendments and interpretations to existing standards have been published and are mandatory for the Group's accounting periods after 1 January 2018.

The directors do not anticipate that the adoption of the new standards (including consequential amendments) and interpretations will result in any material impact to the financial statements.

### **2. Seasonality or cyclicity of operation**

The business of the Group is generally affected by seasonal factors. Typically the first and fourth quarters of the financial year are the best quarters for wine industry in the People's Republic of China ("PRC"). Consumers tend to purchase and drink more wines during the festive periods such as Christmas, New Year and the Lunar New Year.

### **3. Unusual items due to nature, size or incidence**

There were no unusual items reported that will affect the assets, liabilities, equity, net income or cash flows of the Group for the financial period ended 30 June 2022.

### **4. Changes in estimates**

There were no material changes in estimates for the financial period ended 30 June 2022.

### **5. Prepayments in current assets**

The deposits in current assets include RMB118.80 million, being 90% of total cash consideration price of RMB132 million, which consist of two payments made by Yantai Fazenda Ouhua Winery Co., Ltd., for acquisition of the land, buildings and ancillary facilities located at No. 3, Wolong North Road, Yantai City.

### **6. Changes in share capital and debts**

There were no changes in share capital and debts for the financial period ended 30 June 2022.



## 7. Dividends Payable

The Board of directors does not recommend any interim dividend for the current quarter ended 30 June 2022.

## 8. Segment Information

### a) Operating segments

	White Wine RMB'000	Red Wine RMB'000	Total RMB'000
<b><u>6 months ended 30 June 2022</u></b>			
<b>Revenue</b>			
Sales to external customers		7,069	7,069
<b>Results</b>			
Segment gross profit		303	303
Unallocated expenses, net			(2,168)
Interest income			43
Other income			131
Loss before tax			(1,691)
Income tax expense			-
Net loss			(1,691)
<b><u>6 months ended 30 June 2021</u></b>			
<b>Revenue</b>			
Sales to external customers		4,505	4,505
<b>Results</b>			
Segment gross profit		162	162
Unallocated expenses, net			(2,309)
Interest income			60
Other income			8
Profit before tax			(2,079)
Income tax expense			-
Net Profit			(2,079)

### Other segment information

	International Label RMB'000	Own Label RMB'000	Total RMB'000
<b><u>6 months ended 30 June 2022</u></b>			
<b>Revenue</b>			
Sales to external customers	7,069		7,069
<b><u>6 months ended 30 June 2021</u></b>			
<b>Revenue</b>			
Sales to external customers	4,505		4,505



**b) Geographical segments**

Segmented information by geographical region is not applicable for the financial period ended 30 June 2022 as the business operations of the Group is only carried out in the PRC.

**9. Subsequent events**

There were no material events subsequent to the end of the financial period under review up to the date of this report that have not been reflected in this second quarter report as at the date of this report.

**10. Changes in the composition of the Group**

There were no changes in the composition of the Group during the financial period ended 30 June 2022.

**11. Contingent liabilities or assets**

No material contingent liabilities and assets, which upon becoming enforceable, may have a material effect on the financial position of the Group since the last annual statement of financial position date.

**12. Valuation of property, plant and equipment**

There was no revaluation of property, plant and equipment during the financial period ended 30 June 2022.

**13. Capital commitments**

There are no material capital commitments, which upon becoming enforceable, may have a material effect on the financial position of the Group for the financial period ended 30 June 2022.

**14. Accumulated Losses**

The breakdown of accumulated losses of the Group as at the respective reporting dates is as follows:

	As at 31 Dec 2021		As at 30 June 2022	
	RMB'000	RM'000	RMB'000	RM'000
Realised retained profits:	(50,712)	(33,218)	(52,325)	(34,274)
Unrealised retained profits:				
Total group retained profits:	(50,712)	(33,218)	(52,325)	(34,274)
	=====	=====	=====	=====

**15. Recurring related party transactions**

For the financial period ended 30 June 2022, there was no related party transaction.

## B. INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD UNDER LISTING REQUIREMENTS

### 1. Review of the performance of the Group

The Group's performance for the quarter under review as compared to the same period of last year is as follows:

	Individual Period (2nd quarter)		Changes (Amount/%)	Cumulative Period		Changes (Amount/%)
	Current Year Quarter	Preceding Year Corresponding Quarter		Current Year To-date	Preceding Year Corresponding Period	
	30/6/22 RMB'000	30/6/21 RMB'000		30/6/22 RMB'000	30/6/21 RMB'000	
Revenue	4,319	3,150	37.11	7,069	4,505	56.91
Operating Loss	(723)	(1,023)	-29.33	(1,691)	(2,079)	-18.66
Loss Before Interest and Tax	(723)	(1,023)	-29.33	(1,691)	(2,079)	-18.66
Loss Before Tax	(723)	(1,023)	-29.33	(1,691)	(2,079)	-18.66
Loss After Tax	(723)	(1,023)	-29.33	(1,691)	(2,079)	-18.66
Loss Attributable to Ordinary Equity Holders of the Parent	(692)	(979)	-29.32	(1,613)	(1,984)	-18.70

For the current quarter ended 30 June 2022 ("2Q2022"), the Group's revenue increased by RMB1.169 million or 37.11% to RMB4.319 million, from RMB3.150 million in the same period last year ("2Q2021"). Loss before tax in this current quarter decreased by RMB0.3 million from loss of RMB1.023 million in 2Q2021 to loss of RMB0.723 million in 2Q2022. The lower loss figure in 2Q2022 was mainly due to increased sales revenue, the sales figure has shown some pick up, reflecting Management's effort to make more sales.

### 2. Variation of results against preceding quarter

The Group's performance for the quarter under review as compared to the preceding quarter is as follows:

	Current Quarter 30/6/22 RMB'000	Immediate Preceding Quarter 31/3/22 RMB'000	Changes (Amount / %)
Revenue	4,319	2,750	57.05
Operating loss	(723)	(968)	-25.31
Loss Before Interest and Tax	(723)	(968)	-25.31
Loss Before Tax	(723)	(968)	-25.31
Loss After Tax	(723)	(968)	-25.31
Loss Attributable to Ordinary Equity Holders of the Parent holders of the parent	(692)	(921)	-24.86

For the current quarter, the Group made a increase in revenue of RMB1.569million from RMB2.75million to RMB4.319million and a decrease in loss net of tax of RMB0.245million from loss of RMB0.968million to loss of RMB0.723million as compared to the immediate preceding quarter ended 31 March 2022. The lower sales figure in 1Q2022 was badly affected by Covid 19 pandemic. As Epidemic variant repeated outbreaks in 1Q2022.

According to Turnaround Plan, the Company would appoint some new sales agents, but actually the Company has not opened any new outlets to its distribution networks. Although the Turnaround Team-China has tried its best effort to improve the sales, the Turnaround Team noted from their research, the wine industry was the slowest to recover from the pandemic Covid 19, lagging behind the baijiu, beer and even rice wine market.

### 3. Prospects

In the financial period ended 30 June 2022, the operating results were badly affected by the prolonged impact of the COVID-19, the COVID-19 pandemic will continue to expect a challenging time ahead for the Company. The Management is evaluating new business and importation of overseas wine to market in new areas and online business.

Currently the Company has formed an Interim Turnaround Plan, and To support the Company turnaround plan, the Company will strengthen its management team to support its turnaround plan and has formed two Turnaround Team 1 for China side and Turnaround Team 2 for Malaysia. Turnaround Team 1 is headed by Chairman and CEO of the Company and Turnaround Team 2 is headed by Executive Director of the Company. the Company intends to undertake on its own rationalization plan by using its existing resources and appointment of some new staff. The Company will appoint other professional and advisers if there is any viable business identified by the Board in the next quarter (3QTR of 2022).

#### i. Turnaround Team 1 focuses on Wine Business

For current business model, the Turnaround Team 1 have not appointed new sales agents yet due to the reasons as explained in Section B.2.

The Company had planned to participate in future China International Wine Expo in

Shanghai and other exhibitions like China International Wine & Food, Interwine Beijing International Wine & Spirits Exhibition and China Food & Drinks Fair in Chengdu. By participating in this trade fairs the Company will be in the position to promote its existing and new products and from the participants' feedbacks, the Company will continue to develop suitable products for the China market.

Due to travel restriction caused by COVID-19 pandemic, the Company has yet to attend any of the aforesaid exhibitions.

The company used to import Australian wines but since April 2021, China have slapped a 218% import tariff on Australian wines and the company have to look for alternatives countries to import the wine for its business.

Currently the Company has set up online team 1 in order look into the possibility of online sales but is still in the exploring stage. This is due to online sales is very competitive. In order to stand up among competitor, you need to set very low selling price, some more the charges for using online sales platform is very costly. All these will lead to very low profit margin. The Company has tried before but the result is not good as expected. Nevertheless, the Company will keep on exploring this online sales method.

#### **ii. Turnaround Team 2 focuses on New Business from Malaysia**

Currently the Turnaround Team 2 is reviewing and evaluating a new business and have discussion with professional Advisors. The Team have preliminary evaluation of trading in gloves but due to the challenging market have decided not to pursue further as the ASP price of the gloves keep falling. The Team will continue to look for profitable and viable business in the coming months. Currently the Team is reviewing some tele-communication business and fund-raising exercise.

The Company will seek the advice of professionals for in-depth studies and be guided by any compliances required by Bursa Malaysia.

#### **4. Profit forecast and guarantee**

No profit forecast or guarantee was previously announced and disclosed by the Group in a public document.

#### **5. Income tax charge**

No provision for taxation as the Group has incurred losses for the financial period ended 30 June 2022.

#### **6. Sales of unquoted investments and/or properties**

There are no sales of unquoted investments and/or properties of the Group in the current quarter and financial period ended 30 June 2022.

#### **7. Purchase or disposal of quoted securities**

No purchase or disposal of quoted securities by the Group in the financial period ended 30 June 2022.

#### **8. Status of corporate proposals and utilisation of proceeds**

There are no corporate proposals announced but pending computation as at the date of this report.

## 9. Group borrowings and debts securities

The Group has no borrowings and debts securities as at the reporting date of the second quarter under review.

## 10. Off-balance sheet financial instruments risks

As at the date of this report, there are no off-balance sheet financial instruments.

## 11. Changes in material litigation

As at the date of this report, the Group has not engaged in any legal proceedings which may materially affect the financial position of the Group, and the Directors are not aware of any legal proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group.

## 12. (Loss)/Earnings per share

(Loss)/Earnings per share for 30 June 2022 and 30 June 2021 were computed by dividing the (loss)/profit net of tax and minority interests of the respective financial period by the weighted average number of ordinary shares of 668,000,000 each respectively. There was no potential dilutive instrument as at 30 June 2022.

## 13. Audit report of the Group's preceding annual and immediate financial statements

The Group's audited financial statements for the financial year ended 31 December 2021 were subjected to qualified opinion with material uncertainty related to going concern.

Pursuant to Paragraph 9.19(37) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and before our submission of the Audited Financial Statements for the financial year ended 31 December 2021 ("AFS") of CNOUHUA to Bursa Securities, the Board of Directors of CNOUHUA wishes to inform that Messrs UHY Lee Seng Chan & Co., the External Auditors of CNOUHUA, had qualified their report for the AFS of the Company in respect of other receivables on Deposits, and had included an emphasize of matter to draw attention to the material uncertainty related to going concern. The Company hereby sets out below the full details of the qualified opinion:-

### (a) Key Audit Matter Disclosed In The External Auditors' Report

The key audit matter disclosed is as follows: -

#### Basis for Qualified Opinion

Included in trade and other receivables are deposits of RMB 118,800,000 representing 90% of the total cash consideration price, which were made to Huangwu Subdistrict Office, Zhifu District, Yantai City, People's Republic of China. As disclosed in Note 5 to the financial statements, on 17 December 2013, the Group entered into a contract to purchase land, buildings and ancillary facilities including 320KVA power distribution



equipment, water supply system, roads surrounding the factory and enclosing wall (collectively known as "Assets") for a cash consideration of RMB 132,000,000.

The External Auditors have not been able to obtain sufficient appropriate audit evidence to satisfy themselves of the extent of recoverability of the deposits of RMB 118,800,000 in the event that the transaction is not completed. Consequently, the External Auditors were unable to determine whether any adjustments to the carrying amount of deposits as at 31 December 2021 were necessary.

#### Material Uncertainty Related to Going Concern

The Group made full impairments to amount due from subsidiary and investment in subsidiary amounting to RMB76,272,000 and RMB60,135,000 respectively. The impairments were made due to the subsidiary continuous business losses due to loss of major market. In addition the discounted cash flow shows negative losses. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's and Company's ability to continue as a going concern. The ability of the Group and Company to continue as a going concern is dependent upon the continuing financial support from a director and shareholder of the Company. The External Auditors' opinion is not further qualified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in the External Auditors' professional judgement, were of most significance in their audit of the financial statements of the current period. These matters were addressed in the context of the External Auditors' audit of the financial statements as a whole, and in forming their opinion thereon, and they do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section and Material Uncertainty Related to Going Concern section, the External Auditors had determined the matters described below to be the key audit matters to be communicated in their report.

#### **i. Valuation of trade receivables (RMB14.240 million) (Refer to Note 5 to the financial statements)**

The Group has significant trade receivables amounting to the RMB14.240 million. In accordance with SFRS(I) 9 Financial Instruments, the Group is required to recognise loss allowances on expected credit losses on trade receivables. The determination of the loss allowances requires significant judgement and estimates to determine whether the receivable is credit impaired, and the best estimate of the ultimate realisation of the amounts receivable from customers.

Inappropriate judgements and estimates made in the impairment assessment would result in a significant impact on the carrying amount of the trade receivables.

Disclosure on the above significant management's judgement is provided in Note 3.2(a) to the financial statements and further information related to the aged trade receivables is in Note 22(a) to the financial statements.

#### **Audit Response**

The External Auditors have reviewed the Group's estimation process used in determining the amounts of loss allowance recognised on expected credit losses on trade receivables.

The Group has a process to assess credit risk and to determine the amounts of loss allowance to recognise on expected credit losses on trade receivables.

The External Auditors have also reviewed significant inputs to management's assessment of the amounts of loss allowance recognised on expected credit losses, and considered the reasonableness of the inputs by reference to the recent credit review assessments prepared by management. The judgements applied by management around the recovery of receivables were relevant under the facts and circumstances currently made available to the Group. Lastly, They assessed the adequacy of disclosures in describing the areas of judgement and estimation uncertainties involving recoverability of the trade receivables.

They found the disclosures in describing the areas of judgement and inherent degree of estimation uncertainties involved to be appropriate.

#### **ii. Valuation of inventories (RMB 90.401 million) (Refer to Note 6 to the financial statements)**

The Group's work-in-progress inventories amounting to RMB84.673 million represents 94% of the total inventories. These inventories relate mainly to the direct costs incurred for wine production.

Management has estimated the net realisable value of the work-in-progress inventories based on certain assumptions relating to spoilage and obsolescence. Obsolescence considerations include inventory aging profile, as well as different market factors impacting the sale of these product lines.

Inappropriate judgement and estimate made in estimating the conditions and estimated selling price would result in a significant impact on the net realisable value of the work-in-progress inventories. Disclosure on the above significant judgement is made in Note 3.2(b) to the financial statements and further information related to the write-down of the inventories to its net realisable values is disclosed under Note 6 to the financial statements.

#### **Audit Response**

The External Auditors' audit procedures to validate the valuation of the inventories included the performance of test of details on actual margins and valuation of obsolete inventories. They assessed whether there are inventories which were sold with negative margin by evaluating sales invoices issued subsequent to year end to validate management's assessment and decision as to whether inventories need to be adjusted to their net realisable values.

Based on the work performed, they found management's estimates to be reasonable.

They also found the disclosures in the financial statements to be adequate.

#### **iii. Impairment of property, plant and equipment (RMB 29.505 million) Refer to Note 9 to the financial statements**

As at 31 December 2021, property, plant and equipment with carrying amounts of RMB29.505 million constituted approximately 15% of the total assets of the Group.

During the current financial year, the Group carried out a review of the recoverable amount of its property, plant and equipment.

The review process involves significant judgement in determining the appropriate valuation methods to be used, and in estimating the key underlying assumptions to be applied.



These critical judgement and significant estimation are disclosed in Note 3.1(b) to the financial statements.

#### **Audit Response**

The External Auditors' audit procedures focused on evaluating the appropriateness and adequacy of the impairment loss recognised for property, plant and equipment.

Based on their work performed, They assessed management's key assumptions and review process to be reasonable.

They also found the disclosures in the financial statements to be adequate.

#### **iv. Allowance for impairment for non-trade amount due from subsidiary (RMB 76.272 million) and impairment of investment in subsidiary (RMB 60.135 million) Refer to Notes 5 and 8 to the financial statements**

As at 31 December 2021, the Company has investment in subsidiary with carrying amount of RMB 60.135 million. During the current financial year, there are impairment indicators which require the Group to perform an assessment on the recoverable amount of the investment in subsidiary using a discounted cash flow model for the next five years.

Based on the result of the assessment, the Company has fully impaired the investment in subsidiary. Furthermore, the Company has amount owing from its subsidiary amounting to RMB76.272 million. The management has assessed the future operating and financial performance of the subsidiary to be unfavourable. As a result, the management has fully impaired on the amount due from subsidiary.

#### **Audit Response**

The External Auditors evaluated the reasonableness of the estimates and assumptions in the discounted cash flow model.

Based on their work performed, they found the significant estimates and key assumption within the discounted cash flow model to be reasonable.

They also found the disclosures in the financial statements to be adequate.

#### **(b) STEPS TAKEN OR PROPOSED TO BE TAKEN TO ADDRESS THOSE KEY AUDIT MATTERS THAT RELATE TO THE QUALIFIED OPINION AND MATERIAL UNCERTAINTY RELATED TO GOING CONCERN**

##### **i. Key Audit Matters that relate to the Qualified Opinion**

There had been no substantial progress on the Transfer since last announcement made on 28 April 2022. The Municipal Bureau of Land and Natural Resources had coordinated with the relevant local government departments to resolve the historical land property rights related issues according to the procedures prescribed by Department of Natural Resources of Shandong Province.

The issue faced which has caused the delay in the Transfer process was the difficulty to determine the reasonable price for the Transfer so as not to cause losses to the state-owned property. In addition, the Transfer was also subject to compliance with the current relevant laws and regulations which did not exist at the time of acquisition of the property.



There was no confirmation given by any of the government officer on the completion date of the Application. Thus, the Board is unable to ascertain the completion date of the Transfer.

China Ouhua will proactively follow up with the relevant government authorities of the PRC to ensure the land title ownership is transferred to Yantai Ouhua.

#### ii. Key Audit Matters that relate to the Material Uncertainty Related to Going Concern

Management of the Company had made many efforts to improve the sales revenue, but the wine market in China remains highly competitive and the prolonged impact of the COVID-19 pandemic had further impacted the Company's operating result. Despite that, the Company has sufficient cash and relatively good basic business. With many years of operating experiences in the wine industry, Management was of the view that there is no risk of continuing its operations.

As at FY 2021, China Ouhua had cash and cash equivalent amounting to RMB 23.83 million with no external borrowing. Total current assets was RMB 165.28 million and total current liability was RMB5.49 million. Therefore, China Ouhua is confident that its existing financial standing is sufficient to finance its working capital requirements for the next 24 months.

The Management will continue to work hard to improve the sales revenue. In view of the prolonged COVID-19 pandemic, the Company will be facing challenging times ahead. However, the Management is confident to lead the Company to a new era in diversifying into importation of overseas wine to market in new areas and online business.

The Management had placed extra effort in the collection of trade receivables particularly on those which has fallen due. Management team with the help of lawyers had successfully negotiated a settlement plan with those customers who has long outstanding amount owing to the Company. Currently, the Management is reassessing the customer credit terms and would stop selling to customers who are not able to meet the 90 days credit terms.

#### (c) Timeline For The Steps Referred To Sub-Paragraph (b) Above

##### i. Timeline for the Steps for Qualified Opinion

There was no confirmation given by any of the government officer on the completion date of the Application. Thus, the Board is unable to ascertain the completion date of the Transfer. China Ouhua will proactively follow up with the relevant government authorities of the PRC to ensure the land title ownership to be transferred to Yantai Ouhua. Barring any unforeseen circumstances, the Board is of the view that the whole process should be able to complete within six (6) months from 28 April 2022.

##### ii. Timeline for the Steps for Material Uncertainty Related to Going Concern

The Company would proactively identify new businesses to be developed and targeted to be in operation during the financial year ending 2022.