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DAQING DAIRY HOLDINGS LIMITED

大慶乳業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1007)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

RESULTS

The board (the “Board”) of directors (the “Director(s)”) of Daqing Dairy Holdings Limited (the “Company”) hereby announces the audited annual results of the Company for the year ended 31 December 2017, together with comparative figures from the previous corresponding year, summarised as follows:

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2017

	Notes	2017 HK\$'000	2016 HK\$'000
Revenue	3	—	—
Cost of sales		—	—
Gross profit		—	—
Administration expenses		(5,099)	(8,835)
Loss before taxation	4	(5,099)	(8,835)
Income tax expense	5	—	—
LOSS FOR THE YEAR		<u>(5,099)</u>	<u>(8,835)</u>
Total comprehensive expense for the year		<u>(5,099)</u>	<u>(8,835)</u>
Loss for the year attributable to owners of the Company		<u>(5,099)</u>	<u>(8,835)</u>
Total comprehensive expense for the year attributable to owners of the Company		<u>(5,099)</u>	<u>(8,835)</u>
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	6		
Basic and diluted		<u>HK\$(0.005)</u>	<u>HK\$(0.009)</u>

STATEMENT OF FINANCIAL POSITION

As at 31 December 2017

		As at 31 December 2017 <i>HK\$'000</i>	As at 31 December 2016 <i>HK\$'000</i>
	<i>Notes</i>		
Current assets			
Prepayments	8	186	14
Bank balances and cash	9	<u>80</u>	<u>75</u>
		<u>266</u>	<u>89</u>
Current liabilities			
Accrued expenses and other payables	10	<u>43,573</u>	<u>38,297</u>
		<u>43,573</u>	<u>38,297</u>
Net current liabilities		<u>(43,307)</u>	<u>(38,208)</u>
Total assets less current liabilities		<u>(43,307)</u>	<u>(38,208)</u>
Capital and reserves			
Share capital	11	10	10
Reserves		<u>(43,317)</u>	<u>(38,218)</u>
		<u>(43,307)</u>	<u>(38,208)</u>

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL

Daqing Dairy Holdings Limited (the “Company”) is a limited company incorporated in the Cayman Islands on 15 October 2009.

The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is Room 2512, 25/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong.

The financial statements of the Company are presented in HK\$ and all values are rounded to the nearest thousand (HK\$’000) except otherwise indicated.

The Company acts as an investment holding company.

The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 28 October 2010 (the “Listing”). Trading in the shares of the Company has been suspended since 22 March 2012.

2.1 BASIS OF PREPARATION

The financial statements as at and for the year ended 31 December 2017 comprise the Company.

As disclosed in the Company’s announcement dated 29 March 2012, during the audit process in respect of the financial year ended 31 December 2011, irregularities were identified by Deloitte Touche Tohmatsu, the predecessor auditors of the Company (the “Predecessor Auditors”) that (i) certain milk procurement transactions brought to the attention of management and acknowledged by them to be fraudulent; (ii) unexplained differences between sales receipt notes sighted during the Predecessor Auditors’ works in February 2012 and documents purporting to be the same sales receipt notes returned to the Company in March 2012 ostensibly following a Tax Bureau investigation; (iii) the explanation provided by management — The Tax Bureau investigation — for removing accounting records which were then not available to the Predecessor Auditors continuously during the audit; (iv) the validity and commercial substance of acquisitions of milk stations, farm houses and Holstein cattle; and (v) difficulties the Predecessor Auditors encountered during their visits to the local branch of one of the banks of the Company and its subsidiaries (the “Group”) (collectively referred as to the “Potential Irregularities”). The Predecessor Auditors tendered its resignation as auditors of the Company with effect from 21 March 2012 and the Company applied for suspension of trading in the shares on the Main Board of the Stock Exchange on 22 March 2012.

It was further disclosed in the Company’s announcement dated 29 March 2012 that an independent review committee comprised of the independent non-executive directors at that material time and other qualified independent individuals has been established to conduct a review on the Potential Irregularities raised by the Predecessor Auditors.

As disclosed in the Company’s announcements dated 18 May 2012 and 20 June 2012, during May and June 2012, those independent non-executive directors at that material time forming the independent review committee tendered their resignation as the independent non-executive directors of the Company.

As disclosed in the Company's announcement dated 9 January 2013, on 2 January 2013, it was discovered that the heating pipes of the offices of a subsidiary, Da Qing Dairy Ltd. (大慶乳品廠有限責任公司) ("Da Qing Dairy"), located in Daqing City, Heilongjiang Province of the People's Republic of China (the "PRC"), were cracked as result of severe coldness in the northern area of the PRC and pipeline aging. Due to cracking of the heating pipes, the first and the second floors of the offices had been soaked, and extensive damages were caused to the office facilities, computers and documents in the office of finance, logistics, administration and engineering departments of the Group (collectively referred to as the "Incident").

As disclosed in the Company's announcement dated 18 April 2013, on 8 February 2013, Mr. Zhao Yu, then controlling shareholder of the Company at that material time, entered into a sale and purchase agreement pursuant to which Mr. Zhao agreed to sell and Radiant State Limited (the "New Controlling Shareholder") agreed to purchase the sale shares, representing 52.16% of the entire share capital of the Company at a consideration of HK\$52,704,000 in cash, representing HK\$0.1 per sale share (collectively referred to as the "Purchase").

As disclosed in the Company's announcement dated 5 July 2013, the New Controlling Shareholder received valid acceptances in respect of a total 83,153,622 shares in the Company under the unconditional mandatory cash offer (the "Share Acceptance"), representing 8.23% of the entire issued share capital of the Company. Following completion of the Purchase and the Share Acceptance, the New Controlling Shareholder held 60.39% equity interest in the Company. As disclosed in the Company announcement dated 5 September 2013, Mr. Ng Kwong Chue Paul was appointed as executive director of the Company, Ms. Kou Mei In was appointed as non-executive director of the Company and Mr. Sze Lin Tang was appointed as an independent non-executive director of the Company (the "New Management").

As disclosed in the Company's announcement dated 6 November 2013, the Company engaged RSM Corporate Advisory (Hong Kong) Limited (the "Forensic Accountants") to carry out forensic investigation in respect of the Potential Irregularities (the "Forensic Investigation"). It was further disclosed in the Company's announcements dated 29 January 2014, 4 April 2014, 13 June 2014, 5 September 2014, 28 November 2014 and 30 April 2015 that (1) the Forensic Accountants were yet to commence their field work as the Company and the Forensic Accountants have encountered difficulties in procuring relevant parties including the previous management of the Group to cooperate in the field work of the Forensic Investigation; (2) two PRC law firms were engaged with the objectives to (i) effect the change of legal representatives and board of directors of Da Qing Dairy, Heilongjiang Chang Qing Dairy Products Co., Ltd. (黑龍江常慶乳業有限責任公司) ("Chang Qing Dairy") and Wuchang Benniu Muye Co., Limited (五常犇牛牧業有限責任公司) ("Benniu Muye") (collectively referred as to the "PRC Subsidiaries") through legal means; and (ii) obtain information requested by the Forensic Accountants; and (3) the contemplate change of respective legal representatives of the PRC Subsidiaries could not be effected and due to insufficient financial resources of the Company, the Forensic Investigation has been temporarily halted.

In addition, the New Controlling Shareholder appointed two individuals into the board of directors of its wholly-owned subsidiary, Global Milk Products Pte. Ltd, which is incorporated in the Republic of Singapore ("Global Milk"). However, the directors of the Company could not locate complete books and records of the Company and Global Milk and the previous managements of the Company and Global Milk have continued ignoring the request for any information. Subsequently in the shareholders meeting of Global Milk held on 3 December 2015, the Company resolved to put Global Milk into winding up, subject to further advice from legal advisers.

Given the circumstances that the directors of the Company have been unable to locate complete books and records of the Company and Global Milk and to get access to the books and records of the PRC Subsidiaries and in the absence of the Group's previous management to explain and validate the true state of the affairs of the Company for the current and previous years, it would be extremely difficult and time consuming to ascertain the true and correct financial position and profit or loss of the current and previous years for the Company or to obtain sufficient documentary information to satisfy themselves regarding the treatment of the transactions during the years and various balances of the Company, Global Milk and the PRC Subsidiaries for the current and previous years. In the Company's board of directors (the "Board")' opinion, any reconstruction of the correct accounting records would also be almost impossible as it will be necessary to verify the information with external and independent sources and such sources may not be available or may be unreliable due to their connections with the Group's previous management or those responsible for the financial information which the Predecessor Auditors identified the Potential Irregularities within and outside of the Group.

As of the date of the financial statements of the Company, the directors of the Company have used its best effort, to the extent commercially practicable, to reconstruct the accounting records of the Company, Global Milk and the PRC Subsidiaries for the current and previous years applying the best estimates and judgement based on the information of the Group that are available to the directors of the Company. However, given substantial portion of the books and records could not be located or accessed and the previous management of the Group did not response to the New Management's request, the Board believes that as at the date of approval of the financial statements, it is impossible and impractical to ascertain the transactions and balances of the Company, Global Milk and the PRC Subsidiaries for inclusion in the financial statements of the Company since the years ended 31 December 2011. Also, due to substantial portion of the books and records of the Group for the current and the previous years could not either be located or accessed, the Board believes that it is almost impossible, and not practical, to verify the financial information as reported in the consolidated financial statements of the Group or financial statements of the Company for the current and the previous years. Accordingly, the comparative financial information disclosed in the financial statements only represents such information as reported in the financial statements of the Company for the year ended 31 December 2016 and therefore may not be comparable with the figures for the current year.

Given these circumstances, the Board has not consolidated the financial statements of Global Milk and the PRC Subsidiaries (collectively referred to as the "De-consolidated Subsidiaries") and no consolidated financial statements of the Company were prepared since the year ended 31 December 2011. As such, the results, assets and liabilities of the De-consolidated Subsidiaries have not been included into the financial statements of the Company since 1 January 2011. The resulting loss on de-consolidation of approximately RMB1,583,093,000, which is determined based on the net asset value of the De-consolidated Subsidiaries as at 1 January 2011 has been recognised in the statement of profit or loss and other comprehensive income during the year ended 31 December 2011 and the resulting movement of approximately RMB55,946,000 has been recorded in the statutory surplus reserve in the statement of change in equity for the year ended 31 December 2011.

In the opinion of the directors of the Company, the financial statements as at and for the year ended 31 December 2017 prepared on the aforementioned basis is the most appropriate way of presenting the results and state of affairs of the Company as the directors of the Company were unable to obtain sufficient documentary information to satisfy themselves regarding the transactions and balances related to the Deconsolidated Subsidiaries. However, the de-consolidation of the De-consolidated Subsidiaries is not in compliance with the requirements of International Financial Reporting Standard ("IFRS") 10 "Consolidated Financial Statements". Given the abovementioned

circumstances, the directors of the Company are unable to ascertain the impact of the Potential Irregularities with respect to the accounting records and transactions of the De-consolidated Subsidiaries, if any, and the de-consolidation of the De-consolidated Subsidiaries on the financial statements.

As per assessment by the Board, based on the investigations carried out by the Forensic Accountants and the information available at this stage, all identified, required adjustments have been put through in the financial statements for the year ended 31 December 2017. Since the investigations may be ongoing, any further adjustments and disclosures, if required, would be made in the financial statements of the Company as and when the outcome of the above uncertainties is known and the consequential adjustments and disclosures are identified, and would have a consequential effect on the net loss of the Company for the year ended 31 December 2017 and net liabilities of the Company as at 31 December 2017.

During the year ended 31 December 2017, the Company incurred loss of approximately HK\$5,099,000. In addition, following de-consolidation of the De-consolidated Subsidiaries, the Company become an investment holding company without conducting other business. It was further disclosed in the Company's announcements dated 19 May 2015, 23 November 2015 and 7 June 2016 respectively that the Stock Exchange has placed the Company in the first delisting stage on 14 May 2015 and subsequently placed in the second and the third delisting stage on 19 November 2015 and 7 June 2016 respectively pursuant to Practice Note 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). These conditions indicate the existence of a material uncertainty which may cast significant effect on the Company's ability to continue as a going concern.

As disclosed in the Company's announcement dated 23 June 2015, on 4 May 2015, the New Controlling Shareholder entered into a sale and purchase agreement with Global Courage Limited ("Global Courage") pursuant to which the New Controlling Shareholder agreed to sell and Global Courage agreed to purchase the sale shares, representing of approximately 60.39% of the entire share capital of the Company at a consideration of approximately HK\$61,019,000, representing HK\$0.1 per sale share.

As disclosed in the Company's announcement dated 21 December 2016, the Company has submitted a resumption proposal to the Stock Exchange which contains, among other things: (i) a share consolidation; (ii) proposed acquisition (the "Acquisition") of a target group which is primarily engaged in the operation of a hotpot restaurant chain in the PRC from the independent investors; (iii) proposed disposal (the "Disposal") of the Company's subsidiaries; (iv) a share placing; (v) an open offer; and (vi) a whitewash waiver. As the Acquisition constitutes a very substantial acquisition and reverse takeover and the Disposal constitutes a very substantial disposal under Chapter 14 of the Listing Rules and the Acquisition is also subject to approval of the new listing application of the Company by the Stock Exchange (the "New Listing Application"). The Company has re-filed the New Listing Application to the Stock Exchange on 20 September 2017.

Given the circumstance that there exists potential new shareholder to invest in the Company and the New Listing Application, the directors of the Company have adopted the going concern basis in the preparation of the financial statements.

Should the Company be unable to achieve a successful restructuring include but not limit to the New Listing Application and to continue to operate as a going concern, adjustments would have to be made to the financial statements to adjust the value of the Company's assets to their recoverable amounts, to provide for any further liabilities which might arise. The effect of these adjustments has not been reflected in the financial statements.

2.2 APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

(a) New and revised Standards and Interpretations in issue and effective

The Company has adopted the following new and revised IFRSs in respect of the following years:

IFRSs (Amendments)	Annual Improvements IFRSs 2014-2016 Cycle
IAS 7 (Amendments)	Disclosure Initiative
IAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses

(b) New and revised Standards and Interpretations in issue but not yet effective

IFRS 1 (Amendments)	First Time Adoption of IFRS ¹
IFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions ¹
IFRS 4 (Amendments)	Insurance Contracts ¹
IFRS 9	Financial Instruments ¹
IFRS 9 (Amendments)	Clarifications to IFRS 9 Financial Instruments ²
IFRS 10 and IAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
IFRS 15	Revenue from Contracts with Customers ¹
IFRS 15 (Amendments)	Clarifications to IFRS 15 Revenue from Contracts with Customers ¹
IFRS 16	Leases ²
IFRS 17	Insurance Contracts ⁴
IFRIC — Int 22	Foreign Currency Translations and Advance Consideration ¹
IFRIC — Int 23	Uncertainty over Income Tax Treatment ²
IAS 28 (Amendments)	Investments in Associates and Joint Ventures ¹
IAS 40 (Amendments)	Transfers of Investment Property ¹

- ¹ Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- ² Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 January 2021 or when apply IFRS 15 and IFRS 9.

The Company is in the process of making an assessment on the impact of these new/revised standards, amendments and interpretation and does not anticipate that the adoption when they become effective will result in any material impact on the Company's result of operations and financial position.

3. REVENUE AND SEGMENT INFORMATION

No revenue and segment information were presented as the Company did not conduct business during the year.

4. LOSS BEFORE TAXATION

The Company's loss before taxation is arrived at after charging the amounts as set out below.

	<i>Note</i>	2017 HK\$'000	2016 <i>HK\$'000</i>
Loss before taxation has been arrived at after charging:			
Staff costs (including directors' emoluments):			
— Salaries and wages		600	600
— Retirement benefit scheme contributions		12	12
		612	612
Auditors' remuneration		530	550

5. INCOME TAX EXPENSE

Hong Kong Profits Tax rate was 16.5% (2016: 16.5%). No provision for Hong Kong Profits Tax has been made as the Company did not have any assessable profit arising in Hong Kong for the year.

The income tax expense can be reconciled to the loss before taxation per the statement of profit or loss and other comprehensive income as follows:

	2017 <i>HK\$'000</i>	2016 <i>HK\$'000</i>
Loss before taxation	<u>(5,099)</u>	<u>(8,835)</u>
Tax at the Hong Kong tax rates	(841)	(1,458)
Effect of unrecognised deductible losses and deductible temporary differences	<u>841</u>	<u>1,458</u>
	<u>—</u>	<u>—</u>

6. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

	2017 <i>HK\$'000</i>	2016 <i>HK\$'000</i>
Loss		
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	<u>(5,099)</u>	<u>(8,835)</u>
	2017	2016
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	<u>1,010,500,000</u>	<u>1,010,500,000</u>

Diluted loss per share were same as the basic loss per share as there were no potential dilutive ordinary shares in both years.

7. DIVIDEND

No dividend has been paid or proposed by the Company during the year ended 31 December 2017 (2016: HK\$ Nil).

8. PREPAYMENTS

	As at 31 December 2017 <i>HK\$'000</i>	As at 31 December 2016 <i>HK\$'000</i>
Prepayments	<u>186</u>	<u>14</u>
	<u>186</u>	<u>14</u>

9. BANK BALANCES AND CASH

As at 31 December 2017, the Company's bank balances carry market interest rate of 0.01% per annum (2016: 0.01% per annum).

The Company's bank balances and cash denominated in the following currencies:

	As at 31 December 2017 <i>HK\$'000</i>	As at 31 December 2016 <i>HK\$'000</i>
Currency:		
United States dollars	<u>44</u>	<u>44</u>
HK\$	<u>36</u>	<u>31</u>

As disclosed in note 32 of the Group's consolidated financial statements for the year ended 31 December 2010 (the "2010 Financial Statements"), a bank balances and cash amounted to approximately RMB11,523,000 was recorded on the statement of financial position of the Company at 31 December 2010. Except for bank balances of approximately RMB3,000, the directors of the Company have been unable to locate the bank accounts and whereabouts of the bank balances and cash. The Company engaged the Forensic Accountants to conduct investigations, including (i) send letters to the Predecessor Auditors to request them provide the relevant bank information; and (ii) send letters to banks in Hong Kong (including licensed banks, restricted licensed banks and deposit-taking companies) (collectively referred as to the "Banks") to make enquiry on whether the Company maintained any bank accounts in the Banks. However, as of the date of approval of the financial statements in the previous years, the Predecessor Auditors only replied that the relevant information was not available as it was located in their PRC office. In addition, no Banks has indicated the existence of any bank accounts of the Company up to the date of these financial statements in the previous years. Given these circumstances, the directors of the Company recognised a loss of approximately RMB11,520,000 as other suspense accounts in the statements of profit or loss and other comprehensive income for the year ended 31 December 2011.

As disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate and to get access to books and records of the Company, including books and records of certain bank transactions of the Company took place for the current and the previous years. Given incomplete books and records of the Company and the Company's previous management did not response to the request for information, it would be impossible and impracticable to ascertain these

bank transactions which took place for the current and the previous years and to obtain sufficient documentary information to satisfy themselves regarding the nature, completeness, existence and accuracy of the bank transactions. Given these circumstances, the directors of the Company have recognised (i) losses of approximately HK\$10,543,000 and HK\$2,538,000 in respect of the aggregate amounts of the credit balances of bank transactions took place during the years ended 31 December 2012 and 2013 respectively as other suspense accounts in the statements of profit or loss and other comprehensive income for the year ended 31 December 2012 and 2013 respectively; and (ii) liabilities of approximately HK\$13,142,000 in respect of the aggregate amounts of the debit balances of bank transactions took place during the year ended 31 December 2012 and 2013 as other payables in the statements of financial position.

10. ACCRUED EXPENSES AND OTHER PAYABLES

	As at 31 December 2017 <i>HK\$'000</i>	As at 31 December 2016 <i>HK\$'000</i>
Accrued expenses	3,004	4,254
Amount due to a deconsolidated subsidiary	1,028	1,028
Amount due to related parties	21,847	15,321
Other payables	<u>17,694</u>	<u>17,694</u>
	<u><u>43,573</u></u>	<u><u>38,297</u></u>

As disclosed in notes 2.1 and 9 to the financial statements, the directors of the Company have been unable to locate and to get access to the complete books and records of the Company and the Deconsolidated Subsidiaries. In addition, the directors of the Company have been unable to locate books and records of certain bank transactions took place for the current and the previous years. Given the incomplete books and records and the previous management of the Group did not respond to any request for information, it would be impossible and impracticable to ascertain these bank transactions took place for the years ended 2011, 2012 and 2013. It would also be extremely difficult and time consuming to obtain sufficient documentary information to satisfy themselves regarding the nature, completeness, existence and accuracy of these bank transactions. Given these circumstances, the directors of the Company have recognised (i) liabilities of approximately HK\$13,142,000 in respect of the aggregate amounts of the debit balances of bank transactions took place for the years ended 31 December 2012 and 2013; and (ii) liabilities of approximately HK\$4,552,000 in respect of the directors of the Company have been unable to locate relevant books and records in the statements of financial position.

Amounts due to related parties were interest-free and repayable on demand.

11. SHARE CAPITAL

	Number of shares	Share capital <i>HK\$'000</i>
Ordinary shares		
Authorised:		
As at 1 January 2016, 31 December 2016, 1 January 2017 and 31 December 2017 (HK\$0.00001 each)	<u>38,000,000,000</u>	<u>380</u>
	Number of shares	Share capital <i>HK\$'000</i>
Issued:		
As at 1 January 2016, 31 December 2016, 1 January 2017 and 31 December 2017	<u>1,010,500,000</u>	<u>10</u>

12. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in the financial statements, the Company had the following events after the end of the reporting period:

(a) The 29 January 2018 announcement

The Company is providing further information to the regulators in relation to the second new listing application and the circular (including, among other things, the financial information of the Group and the target group) to be despatched to the shareholders of the Company.

(b) The 28 February 2018 announcement

The Company is preparing further information, including but not limited to the financial information of the Company and the target group, to the regulators and addressing any comments they raised in relation to the new listing application and the resumption.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

At the request of the Company, trading in the shares of the Company (the “Share(s)”) has been suspended since 22 March 2012 due to the resignation of the Predecessor Auditors.

On 26 May 2016, the Stock Exchange issued a letter to the Company stating that the Company was placed in the third delisting stage. The third delisting stage will expire on 6 December 2016. The Company should provide a viable resumption proposal at least 10 business days before the third delisting stage expires (i.e. 21 November 2016) to:

- 1) demonstrate sufficient operations of assets under rule 13.24 of the Listing Rules;
- 2) conduct forensic investigation on the issues raised by the Predecessor Auditors, disclose the findings of the investigation and take any remedial actions;
- 3) demonstrate that there is no reasonable regulatory concern about the integrity the Company’s management which will pose a risk to investors and damage market confidence;
- 4) demonstrate that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules; and
- 5) inform the market of material information for the shareholders and the investors to appraise the Group’s position.

On 21 November 2016, the Company as purchaser entered into a conditional sale and purchase agreement (as amended and restated on 20 February 2017 and supplemented on 30 June 2017) with independent potential investors for the Acquisition at a consideration of HK\$517,881,250. The acquisition constitutes a very substantial acquisition, connected transaction and reverse takeover and is treated as a new listing application for the Company under the Listing Rules; therefore, subject to the approval of the Listing Committee of the Stock Exchange. On the same day, the Company entered into a conditional sale and purchase agreement (as amended and supplemented by a supplemental agreement dated 30 June 2017) with a potential purchaser for the Disposal at a consideration of HK\$1. The subsidiaries were incorporated in Singapore and the PRC. As the complete books and records of those subsidiaries could not be located or accessed, the financial statements of those subsidiaries have been de-consolidated from the consolidated financial information of the Group.

The Company has submitted a resumption proposal which contains, among other things, (i) a share consolidation; (ii) the Acquisition; (iii) the Disposal; (iv) a share placing; (v) an open offer; and (vi) a whitewash waiver, to the Stock Exchange before the expiry of the third delisting stage.

On 27 February 2017, the Company filed the new listing application to the Stock Exchange which comprised of, inter alia, (i) proposed share consolidation on the basis that every two (2) issued and unissued Shares of HK\$0.00001 each will be consolidated into one (1) consolidated share of HK\$0.00002; (ii) the Acquisition in which the target group engaged in hotpot restaurant business in the PRC at a consideration of HK\$517,881,250; (iii) the Disposal in which the Company proposed to dispose of the entire issued share capital of Global Milk for a cash consideration of HK\$1.00; (iv) proposed placing of the Company's shares at an aggregate of up to 757,875,000 shares at HK\$0.1025 each; (v) proposed open offer involving the allotment and issue of 101,050,000 offer shares at the offer price of HK\$0.1025 per offer share on the basis of one (1) offer share for every five (5) consolidated shares held on the record date; and (vi) change of the board composition of the Company upon resumption of the Company's shares, which subsequently lapsed on 28 August 2017.

On 20 September 2017, the Company resubmitted a second new listing application to the Stock Exchange. As disclosed in the announcements of the Company, the Acquisition constitutes a very substantial acquisition for the Company and a reverse takeover for the Company under the Listing Rules.

FINANCIAL REVIEW

Given the circumstances that substantial portion of the books and records of Global Milk and the PRC Subsidiaries could not be located or accessed and the previous management of the Group did not response to the Board's request, the financial statements of those subsidiaries have been deconsolidated from the consolidated financial information of the Group since the year ended 31 December 2011. There was no turnover for the year under review (2016: Nil). The loss for the year ended 31 December 2017 was approximately HK\$5,099,000 (2016: approximately HK\$8,835,000). The decrease in loss for the year was mainly attributable to the absence of professional fees incurred for the publication of the announcements and documents in relation to the general offer and resumption work.

PROSPECTS

The Board will closely work with professional parties on the new listing application for the resumption of trading of the Company's shares on the Stock Exchange in the near future and strive for the best return to the shareholders of the Company.

DIVIDEND

The Board resolved not to recommend the payment of any dividend for the year ended 31 December 2017 (2016: Nil).

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 31 December 2017, the Company had total assets of approximately HK\$266,000 (2016: approximately HK\$89,000). The main asset of the Company as at 31 December 2017 was bank balances and cash and prepayments.

As at 31 December 2017, the Company's current liabilities amounted to approximately HK\$43,573,000 (2016: approximately HK\$38,297,000).

The net liabilities value per share of the Company was approximately HK\$0.04 as at 31 December 2017 (2016: approximately HK\$0.04). The net liabilities value per Share was computed based on 1,010,500,000 Shares in issue as at 31 December 2017 and 2016 respectively.

No gearing ratio, being total interest bearing indebtedness over total assets, was computed as the Company did not have interest bearing indebtedness as at 31 December 2017 and 2016 respectively.

PLEDGE OF ASSETS

As at 31 December 2017, the Company had no charges on its assets (2016: Nil).

CAPITAL STRUCTURE

The Company had no changes in capital structure during the year ended 31 December 2017.

SIGNIFICANT INVESTMENT AND ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

On 21 November 2016, the Company as purchaser entered into a conditional sale and purchase agreement (as amended and restated on 20 February 2017 and supplemented on 30 June 2017) with independent potential investors for an acquisition of a new business which is primarily engaged in the operation of a hotpot restaurant business in the PRC at a consideration of HK\$517,881,250. The acquisition constitutes a very substantial acquisition, connected transaction and is treated as a new listing application for the Company under the Listing Rules, therefore, subject to the approval of the listing committee of the Stock Exchange.

On the same day, the Company entered into a conditional sale and purchase agreement (as amended and supplemented by a supplemental agreement dated 30 June 2017) with a potential purchaser for a disposal of Global Milk and its subsidiaries at a

consideration of HK\$1. The subsidiaries were incorporated in Singapore and the PRC. As the complete books and records of those subsidiaries could not be located or accessed, the financial statements of those subsidiaries have been de-consolidated from the consolidated financial information of the Group since the year ended 31 December 2011.

The Board will review the operations of the Company and at the same time explore any other business opportunities that may arise in the market, which does not limit to particular industry.

EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period of the Company are set out in note 12 to the financial statements.

FOREIGN CURRENCY RISK

The foreign currency risk of the Company is the foreign currency deposited in banks. As at 31 December 2017, the Company had bank balances of approximately HK\$44,000 (2016: approximately HK\$44,000) and approximately HK\$36,000 (2016: approximately HK\$31,000) denominated in United States dollars and Hong Kong dollars respectively.

EMPLOYEES AND REMUNERATION POLICIES

The number of employees of the Company as at 31 December 2017 was five (2016: five). The Group remunerates its employees mainly based on individual's performance and qualification. Other benefits include bonuses awarded on a discretionary basis and mandatory provident fund schemes.

NON-COMPLIANCE OF APPENDIX 16 "DISCLOSURE OF FINANCIAL INFORMATION" OF THE LISTING RULES

Given the circumstances that the Directors lose control of subsidiaries in Singapore and in the PRC and unable to locate and to get access to the complete books and records of the de-consolidated subsidiaries, no sufficient data available to compile the annual report so as to comply with the Appendix 16 "Disclosure of Financial Information" of the Listing Rules. The following information has been omitted:

1. Details of commitments and contingent liabilities; and
2. Information in respect of major customers and major suppliers.

Save as disclosed above and elsewhere in the financial statements, there was no other material breach of or non-compliance with applicable laws and regulations by the Company that has a significant impact on the business and operations of the Company.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the financial year.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established with written terms of reference which are in line with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules and the Audit Committee comprises three independent non-executive Directors.

The Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2017.

CORPORATE GOVERNANCE

The Directors recognise the importance of incorporating the elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability to the shareholders of the Company as a whole. Thus, the Company adopted the principles and the code provisions of the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Listing Rules.

During the year under review, the Company has complied with the CG Code except for the deviation from the code provisions which are explained below.

Code Provision A.1.8

No insurance cover has been arranged for the Directors because of the suspension in trading of the Company's shares. Directors' insurance will be arranged for each Director once such can be arranged or immediately upon the resumption of trading of the Company's shares.

Code Provision A.2.1

Following the resignations of the previous Board members, Dr. Choi Chiu Fai Stanley has been appointed as the chairman and the chief executive officer of the Company with effect from 19 February 2016. The Board believes that vesting the roles of both chairman and chief executive officer in the same person provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. The Board considers that the existing structure of vesting the roles of chairman and chief executive officer in the same person will not impair the balance of power and authority between the Board and the management of the Company.

Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. The existing independent non-executive Directors were not appointed for a specific term as required under code provision A.4.1 but are subject to retirement by rotation and re-election at annual general meeting in accordance with the articles of association. As such, the Company considers that sufficient measures have been taken to ensure that the Company has good corporate governance practices.

Code Provision A.6.7

Under the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Ha Kee Choy Eugene, an independent non-executive Director, was unable to attend the annual general meeting of the Company held on 31 May 2017 as he had another business engagement at the time of such meeting.

Code Provision C.1.2

Management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects. The Company has not yet provided monthly updates on the financial information of the Group's performance position and prospects due to the loss of control over the subsidiaries in Singapore and in the PRC, and thus the financial statements of those subsidiaries have been de-consolidated from the consolidated financial information of the Group.

Code Provision C.2.1

The Company has not conducted a review of the effectiveness of its subsidiaries' risk management and internal control systems due to the loss of control over the subsidiaries in Singapore and in the PRC, and thus the financial statements of those subsidiaries have been de-consolidated from the consolidated financial statements of the Group.

The existing Board is of the view that apart from achieving the resumption of the Company, one of its main priorities in 2018 is to improve the corporate governance of the Group.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the required standard for securities transactions by Directors. The Company has made specific enquiries of all Directors held offices during the year under review. All Directors have confirmed that they complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions throughout the year ended 31 December 2017.

EXTRACT OF INDEPENDENT AUDITORS' REPORT ON THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

The following is an extract from the report issued by HLB Hodgson Impey Cheng Limited, the Company's auditors, on the financial statements of the Company for the year ended 31 December 2017:

We do not express an opinion on the financial statements of the Company. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements and as to whether the financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for disclaimer of opinion

a) Opening balances and the comparative information

The opening balances and the comparative figures disclosed in the financial statements are based on the audited financial statements of the Company for the year ended 31 December 2016 of which our auditors' report dated 31 March 2017 expressed a disclaimer opinion. The matters which resulted in that disclaimer opinion included (a) opening balances and the comparative information; (b) departure from International Financial Reporting Standard ("IFRS") 10 "Consolidated Financial Statements"; (c) amount due to a deconsolidated subsidiary; (d) accrued expenses and other payables; (e) contingent liabilities and commitments; and (f) going concern basis of accounting. Due to lack of complete books and records of the Company, we have been unable to obtain sufficient appropriate audit evidence as to whether the opening balances as at 1 January 2017 and the comparative figures for the year ended 31 December 2016 were properly recorded and accounted for and in compliance with the requirements of applicable IFRSs including International Accounting Standard ("IAS") 1 "Presentation of Financial Statements". There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the opening balances and the comparative figures were free from material misstatement. Any adjustments to the opening balances as at 1 January 2017 that would be required may have a

consequential significant effect on the Company's assets and liabilities as at 1 January 2017 and 31 December 2017 and its results for the years ended 31 December 2016 and 2017, and the presentation and disclosure thereof in the financial statements.

b) Departure from International Financial Reporting Standard 10 “Consolidated Financial Statements”

As disclosed in note 2.1 to the financial statements, the predecessor auditors of the Company (the “Predecessor Auditors”) identified certain potential irregularities in respect of certain accounting records and transactions recorded in the books of the Company's indirectly wholly-owned subsidiaries incorporated in the People's Republic of China (the “PRC”) namely, Da Qing Dairy Ltd. (大慶乳品廠有限責任公司), Heilongjiang Chang Qing Dairy Products Co., Ltd. (黑龍江常慶乳業有限責任公司) and Wuchang Benniu Muye Co., Ltd (五常犇牛牧業有限責任公司) (collectively referred as to the “PRC Subsidiaries”). The Predecessor Auditors subsequently resigned on 21 March 2012. As disclosed in note 2.1 to the financial statements of the Company, certain new directors were appointed following the change in controlling shareholder and it was announced on 6 November 2013 that a firm of forensic accounting specialists (the “Forensic Accountants”) was appointed to investigate these potential irregularities (the “Forensic Investigation”). Both the Forensic Accountants and the directors of the Company have been unable to get access to the books and records of the PRC Subsidiaries. The directors of the Company have also been unable to locate the complete books and records of the Company and Global Milk Products Pte. Ltd which is the Company's directly wholly-owned subsidiary incorporated in the Republic of Singapore (“Global Milk”). The directors of the Company have further confirmed to us that the previous management of the Company and its subsidiaries (the “Group”) did not response to their request for any information of the Group. Furthermore, the Company resolved to put Global Milk into winding up in a shareholder's meeting held on 3 December 2015.

Given these circumstances, the directors of the Company have not consolidated the financial statements of Global Milk and the PRC Subsidiaries (collectively referred to as the “Deconsolidated Subsidiaries”) and no consolidated financial statements of the Company were prepared for the years ended 31 December 2016 and 2017.

The directors of the Company have determined to exclude the De-consolidated Subsidiaries in presenting the financial position, results of operations and cash flows and did not prepare consolidated financial statements for the Group under the above mentioned circumstances. The exclusion of the financial position, results and cash flows of the Deconsolidated Subsidiaries and no consolidated financial statements have been prepared for the Group is a departure from the requirements of IFRS 10 “Consolidated Financial Statements”.

Due to the lack of complete books and records of the Deconsolidated Subsidiaries, we have been unable to obtain sufficient appropriate audit evidence and explanation to assess the accounting treatment on de-consolidation of the Deconsolidated Subsidiaries and the resulting movement in the statutory surplus reserve. We are also unable to ascertain the impact of the potential irregularities with respect to the accounting records and transactions of the Group, if any, and the de-consolidation of the De-consolidated Subsidiaries on the financial statements of the Company. Any adjustment that would be required may have a consequential significant effect on the net liabilities of the Company as at 31 December 2017 and the loss attributable to owners of the Company for the year then ended.

c) Amount due to a deconsolidated subsidiary

As disclosed in note 10 to these financial statements, the Company recorded an amount due to a deconsolidated subsidiary of approximately HK\$1,028,000. As further disclosed in note 2.1 to the financial statements, the directors of the Company have been unable to locate the complete books and records of the Company and Global Milk and have been unable to get access to the books and records of the PRC Subsidiaries. Due to the lack of complete books and records of the Company, Global Milk and the PRC Subsidiaries, we have been unable to obtain sufficient appropriate audit evidence to determine whether the amount due to a deconsolidated subsidiary was properly recorded and accounted for and in compliance with the requirements of applicable IFRSs. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the amount due to a deconsolidated subsidiary were free from material misstatements. Any adjustment that would be required may have a consequential significant effect on the net liabilities of the Company as at 31 December 2017 and loss attributable to the owners of the Company for the year then end.

d) Accrued expenses and other payables

As disclosed in notes 2.1 and 10 to the financial statements, included in the accrued expenses and other payables in the statement of financial position of the Company as at 31 December 2017 were other payables of approximately HK\$17,694,000 among which (i) HK\$13,142,000 were liabilities recognised in respect of the aggregate amounts of the debit balances of bank transactions as the directors of the Company were unable to locate complete books and records of bank accounts and whereabouts of these bank balances and cash as of the date of approval of the financial statements; and (ii) HK\$4,552,000 were other payables that the directors of the Company have been unable to locate the relevant books and records. Due to the lack of complete books and records of the Company, we have been unable to obtain sufficient appropriate audit evidence as to whether the accrued expenses and other payables were properly recorded and accounted for and in compliance with the requirements of applicable IFRSs. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the accrued expenses and

other payables were free from material misstatements. Any adjustments that would be required may have a consequential significant effect on the balances of the Company's accrued expenses and other payables, the Company's net liabilities as at 31 December 2017 and consequently net loss and cash flows of the Company for the year ended 31 December 2017, and the related disclosures thereof in the financial statements.

e) Contingent liabilities and commitments

As disclosed in note 2.1 to the financial statements, due to the lack of complete books and records of the Company and the De-consolidated Subsidiaries, we have been unable to obtain sufficient appropriate audit evidence and explanations as to whether the contingent liabilities and commitments committed by the Company were properly recorded and accounted for and in compliance with the requirements of applicable IFRSs including IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" and IAS 39 "Financial Instruments: Recognition and Measurement". There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the contingent liabilities and commitments were free from material misstatements. Any adjustment that would be required may have a consequential significant effect on the net liabilities of the Company as at 31 December 2017 and the loss attributable to the owners for the year then ended and the related disclosures thereof in the financial statements.

f) Going concern basis of accounting

As explained in note 2.1 to the financial statements, in making their assessment of the Company's ability to continue as a going concern, the directors of the Company have considered (i) the Company incurred a loss attributable to the owners of the Company of approximately HK\$5,099,000 for the year ended 31 December 2017 and as of that date, the Company's total liabilities exceeded its total assets by approximately HK\$43,307,000; (ii) following de-consolidation of the Deconsolidated Subsidiaries, the Company becomes an investment holding company without conducting other business; and (iii) the Company has been placed in the third delisting stage as of the date of the financial statements. Given these circumstances, which are more fully described in note 2.1, there were no practicable audit procedures that we could perform to form an opinion on whether management has considered all relevant events and conditions when making assessment on the Company's ability to continue as a going concern.

REPORT ON OTHER MATTERS UNDER SECTIONS 407(2) AND 407(3) OF THE HONG KONG COMPANIES ORDINANCE

In respect alone of the inability to obtain sufficient appropriate audit evidence as described in the Basis for Disclaimer of Opinion section of our report above:

- we were unable to determine whether adequate accounting records had been kept; and
- we have not obtained all the information or explanations that, to the best of our knowledge and belief, are necessary and material for the purpose of the audit.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This results announcement is published on the Stock Exchange's website (www.hkex.com.hk) and the Company's website (<http://www.cre8ir.com/daqingdairy/>). The annual report will be despatched to the shareholders and will be available on websites of the Stock Exchange and the Company in due course.

By order of the Board
Daqing Dairy Holdings Limited
Choi Chiu Fai Stanley
Chairman

Hong Kong, 15 March 2018

As at the date of this announcement, the Board comprises two executive Directors, namely Dr. Choi Chiu Fai Stanley and Mr. Choi Ka Wai; and three independent non-executive Directors, namely Mr. Ha Kee Choy Eugene, Mr. Szeto Tat Kwan Brandon and Mr. Fok Wai Ming Eddie.