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Jia Group Holdings Limited

佳民集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

**ANNOUNCEMENT OF THIRD QUARTERLY RESULTS
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2019**

The board (the “**Board**”) of directors (the “**Directors**”) of Jia Group Holdings Limited (the “**Company**”) is pleased to announce the unaudited results of the Company and its subsidiaries for the nine months ended 30 September 2019. This announcement, containing the full text of the 2019 third quarterly report of the Company, complies with the relevant requirements of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to information to accompany preliminary announcement of third quarterly results. Printed version of the Company’s 2019 third quarterly report will be despatched to the shareholders of the Company and available for viewing on the GEM website at www.hkgem.com and of the Company at www.jiagroup.co on or before 14 November 2019.

By order of the Board
Jia Group Holdings Limited
Wong Pui Yain
Chairperson

Hong Kong, 7 November 2019

As at the date of this announcement, the Board comprises Ms. Wong Pui Yain and Ms. Wan Suet Yee Cherry as executive Directors; Mr. Leung Yuk Lun Ulric, Mr. Devin Nijanthan Chanmugam and Mr. Wee Keng Hiong Tony as independent non-executive Directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcement” page of the GEM website (www.hkgem.com) for at least seven days from the date of its posting and on the Company’s website (www.jiagroup.co).

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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This report, for which the directors (the “Directors”) of Jia Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively, the “Group”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)GEM的特色

GEM的定位乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告的資料乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關佳民集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏其他事項，足以令致本報告或其所載任何陳述產生誤導。

FINANCIAL HIGHLIGHTS

財務摘要

HIGHLIGHTS

摘要

		Nine Months Ended 30 September 截至9月30日止九個月		
		2019	2018	Change
		HK\$'000	HK\$'000	
		千港元	千港元	變動
		(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	
Revenue	收入	152,421	166,755	(14,334)
Loss for the period	期內虧損	(20,586)	(17,734)	(2,852)
Loss per share (HK Cents)	每股虧損(港仙)	(2.39)	(2.00)	(0.39)

- The Group recorded an unaudited revenue of approximately HK\$152.4 million for the nine months ended 30 September 2019, representing a decrease of approximately 8.6% as compared with that for the corresponding period in 2018.

— 截至2019年9月30日止九個月，本集團錄得未經審核收入約152.4百萬港元，較2018年同期減少約8.6%。
- The Group's unaudited loss was approximately HK\$20.6 million for the nine months ended 30 September 2019, representing an increase of approximately HK\$2.9 million as compared with a loss of approximately HK\$17.7 million for the corresponding period in 2018. The increase was mainly due to the weak revenue performance brought about by the recent global and local economic and social uncertainties, such as the US-China trade war and the social unrest and related demonstrations in Hong Kong during the period.

— 截至2019年9月30日止九個月，本集團的未經審核虧損約為20.6百萬港元，較2018年同期的虧損約17.7百萬港元相當於虧損增加約2.9百萬港元。該增加乃主要由於近期全球及地方經濟及社會不確定性(如中美貿易戰以及香港於該期間的社會動盪及相關示威遊行)導致收入表現疲弱。
- The Board does not recommend the payment of dividend for the nine months ended 30 September 2019.

— 董事會不建議就截至2019年9月30日止九個月派付任何股息。

UNAUDITED CONDENSED CONSOLIDATED THIRD QUARTERLY RESULTS

未經審核簡明綜合第三季度業績

For the nine months ended 30 September 2019
截至2019年9月30日止九個月

The board of Directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated third quarterly results of the Group for the three months and the nine months ended 30 September 2019 together with the comparative unaudited figures of the corresponding periods in 2018, as follows:

本公司董事會(「董事會」)欣然宣佈本集團截至2019年9月30日止三個月及九個月未經審核簡明綜合第三季度業績連同2018年同期未經審核比較數字如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

未經審核簡明綜合全面收益表

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

		Notes 附註	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
			2019	2018	2019	2018
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
			(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Revenue	收入	3	48,963	51,240	152,421	166,755
Other income	其他收入	4	610	1,600	2,489	3,021
Other gains and losses	其他收益及虧損	5	(14)	-	(69)	10
Raw materials and consumables used	所用原材料及耗材		(13,056)	(12,076)	(37,612)	(39,915)
Staff costs	員工成本		(22,912)	(23,029)	(66,784)	(68,467)
Depreciation	折舊		(9,453)	(3,492)	(26,765)	(10,277)
Property rentals and related expenses	物業租金及相關開支		(2,321)	(9,470)	(7,843)	(26,863)
Utility expenses	日常開支		(1,823)	(2,017)	(5,182)	(5,802)
Advertising and promotion expenses	廣告及推廣開支		(2,675)	(2,756)	(7,314)	(7,761)
Other operating expenses	其他經營開支		(6,611)	(6,525)	(20,264)	(19,147)
Finance costs	融資成本		(1,367)	(133)	(3,312)	(398)
Impairment Loss of property, plant and equipment	物業、廠房及設備減值虧損		-	(3,224)	-	(3,224)
Listing expenses	上市開支		-	-	-	(5,085)
Loss before taxation	除稅前虧損	6	(10,659)	(9,882)	(20,235)	(17,153)
Income tax expense	所得稅開支	7	(3)	290	(351)	(581)
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	9	(10,662)	(9,592)	(20,586)	(17,734)
Loss and total comprehensive expense for the period attributable to	應佔期內虧損及全面開支總額					
- Owners of the Company	- 本公司擁有人		(10,662)	(8,907)	(20,586)	(16,719)
- Non-controlling interests	- 非控股權益		-	(685)	-	(1,015)
			(10,662)	(9,592)	(20,586)	(17,734)
Loss per share	每股虧損					
Basic (HK cents)	基本(港仙)		(1.24)	(1.04)	(2.39)	(2.00)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	其他儲備	累計虧損	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
				(Note a)				
				(附註a)				
At 1 January 2018	於2018年1月1日	390	–	54,603	(15,960)	39,033	(222)	38,811
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	–	–	–	(16,719)	(16,719)	(1,015)	(17,734)
Capitalisation issue	資本化發行	6,915	(6,915)	–	–	–	–	–
Issue of shares upon Share Offer	股份發售後發行股份	1,685	48,850	–	–	50,535	–	50,535
Transaction costs attributable to issue of new shares	發行新股應佔交易成本	–	(9,538)	–	–	(9,538)	–	(9,538)
Arising from group reorganisation	集團重組產生	(390)	–	390	–	–	–	–
Dividend paid to a non-controlling shareholder of a subsidiary	派付予附屬公司非控股股東的股息	–	–	–	–	–	(250)	(250)
At 30 September 2018	於2018年9月30日	8,600	32,397	54,993	(32,679)	63,311	(1,487)	61,824
At 1 January 2019	於2019年1月1日	8,600	73,601	10,326	(31,395)	61,132	–	61,132
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	–	–	–	(20,586)	(20,586)	–	(20,586)
At 30 September 2019	於2019年9月30日	8,600	73,601	10,326	(51,981)	40,546	–	40,546

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

I. GENERAL

The Company was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Cayman Companies Law on 21 August 2015 and the Company's shares (the "Shares") were successfully listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 8 February 2018. Its immediate and ultimate holding company is Giant Mind International Limited ("Giant Mind"), a company incorporated in the British Virgin Islands ("BVI") and is controlled by Ms. Wong Pui Yin ("Ms. PY Wong"). The address of the Company's registered office and principal place of business are P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and Office No. 5 on 22nd Floor, Universal Trade Centre, No. 3 Arbuthnot Road, Central, Hong Kong, respectively.

The principal activities of the Group are the operation of restaurants and providing membership services for the Group's restaurants in Hong Kong.

2. BASIS OF PRESENTATION AND PRESENTATION OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The quarterly financial information has been prepared in accordance with accounting policies conform with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") applicable to interim periods. However, it does not contain sufficient information to constitute an interim financial report as defined in HKFRSs.

The condensed consolidated financial statements have been prepared on the historical cost basis.

I. 一般資料

本公司於2015年8月21日根據開曼公司法在開曼群島註冊成立並登記為獲豁免有限公司，本公司股份（「股份」）於2018年2月8日在香港聯合交易所有限公司（「聯交所」）GEM成功上市。其直接及最終控股公司為一間於英屬處女群島（「英屬處女群島」）註冊成立並由黃佩茵女士（「黃佩茵女士」）控制的公司 Giant Mind International Limited（「Giant Mind」）。本公司的註冊辦事處及主要營業地點的地址分別為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands 及香港中環亞畢諾道3號環貿中心22樓5號室。

本集團的主要業務為在香港經營餐廳及為本集團之餐廳提供會籍服務。

2. 未經審核簡明綜合財務報表的呈列基準及呈列

季度財務資料乃根據符合香港會計師公會（「香港會計師公會」）所頒佈適用於中期期間的香港財務報告準則（「香港財務報告準則」）的會計政策編製，惟並無載有足夠資料以構成香港財務報告準則所界定的中期財務報告。

簡明綜合財務報表已按歷史成本基準編製。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

2. BASIS OF PRESENTATION AND PRESENTATION OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

The accounting policies adopted in the quarterly financial information for the nine months ended 30 September 2019 are consistent with those followed in the preparation of the consolidated financial statements of the Group for the year ended 31 December 2018 included in the annual report of the Company dated 21 March 2019, except for the application of HKFRS 16 "Leases" which is effective for the Group's annual periods beginning on or after 1 January 2019 (the date of initial application). The Group transitioned to HKFRS 16 in accordance with the modified retrospective approach and therefore comparative figures were not restated. Upon application of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 "Leases". These lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The associated right-of-use assets were measured at the amount equal to the respective lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised as at 31 December 2018. In addition, the Group elected to apply the relief option, which allows it to adjust the right-of-use asset by the amount of any provision for onerous leases recognised in the consolidated statement of financial position immediately before the date of initial application. The Group also decided not to apply HKFRS 16 to leases whose terms will end within twelve months from the date of initial application. In such cases, the leases are accounted for as short-term leases and the lease payments associated with the leases are recognised as an expense from short-term leases.

2. 未經審核簡明綜合財務報表的呈列基準及呈列(續)

除應用於2019年1月1日或之後開始的本集團年度期間(首次應用日期)生效的香港財務報告準則第16號「租賃」外，截至2019年9月30日止九個月之季度財務資料所採納的會計政策與編製本公司日期為2019年3月21日之年度報告所載之本集團截至2018年12月31日止年度之綜合財務報表時所遵循者一致。本集團已根據經修訂追溯方法過渡至香港財務報告準則第16號，因此，並無呈列比較數字。應用香港財務報告準則第16號後，本集團就先前根據香港會計準則第17號「租賃」原則分類為「經營租賃」的租賃確認租賃負債。此等租賃負債按餘下租賃付款計算現值，並按照截至2019年1月1日承租人的增量借款利率進行貼現。相關使用權資產按相等於相關租賃負債的款項計量，並以2018年12月31日與該租賃有關的任何已確認預付或應計租賃付款金額進行調整。此外，本集團已選擇應用寬免權，令其可使用於緊接首次應用之日前綜合財務狀況表內確認的任何虧損性租賃撥備金額調整使用權資產。本集團亦決定不將就於首次應用之日起計十二個月內到期的租賃應用香港財務報告準則第16號。在該等情況下，有關租賃入賬列作短期租賃，而與租賃相關的租賃付款確認為來自短期租賃的開支。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

3. REVENUE AND SEGMENTAL INFORMATION

(a) Revenue

Revenue represents the amounts received and receivable from restaurant operations including income from catering services (net of discount), restaurant related sponsorship income from third party suppliers for promotion of their products in the Group's restaurants and membership fee income from external customers for privileged services in the Group's restaurants. The Group's revenue from external customers based on their nature are detailed below:

3. 收入及分部資料

(a) 收入

收入指餐廳經營的已收及應收款項(包括餐飲服務收入(扣除折扣)、來自第三方供應商於本集團餐廳推廣彼等產品帶來與餐廳有關的贊助收入及來自外來客戶於本集團餐廳享受特權服務的會費收入)。本集團基於客戶性質的來自外來客戶的收入詳述如下：

	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
	2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue recognised over time 時間段內確認的收入				
Catering services 餐飲服務	48,623	50,930	151,429	165,836
Sponsorship income 贊助收入	200	200	600	600
Membership fee income 會費收入	140	110	392	319
	48,963	51,240	152,421	166,755

(b) Geographical information

The Group's operation is solely derived from the operation and management of restaurants in Hong Kong. For the purpose of resources allocation and performance assessment, the chief operating decision maker (being the senior management of the Group) reviews the overall results and financial position of the Group as a whole, which are prepared based on same accounting policies of the Group. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

(b) 地區資料

本集團的收入僅來自在香港經營及管理餐廳。就資源分配及業績評估而言，主要經營決策者(即本集團高級管理層)審閱本集團按本集團相同會計政策編製的整體業績及財務狀況。因此，本集團僅有單一經營分部，故並無呈列此單一分部的進一步分析。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

4. OTHER INCOME

4. 其他收入

		Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止三個月		截至9月30日止九個月	
		2019	2018	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Interest income on bank deposit	銀行存款利息收入	11	143	97	174
Interest income on rental deposit	租金按金利息收入	131	–	356	–
Credit card commission rebate	信用卡佣金回贈	2	4	9	22
Consignment income of wines and cigars	葡萄酒及雪茄寄售收入	3	7	55	54
Event service income	活動服務收入	110	229	502	376
Restaurant consultancy service income	餐廳顧問服務收入	314	1,113	1,256	2,000
Forfeited credits from members	會員積分沒收	–	–	–	7
License fee income	許可費收入	–	60	114	210
Others	其他	39	44	100	178
		610	1,600	2,489	3,021

5. OTHER GAIN AND LOSSES

5. 其他收益及虧損

		Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止三個月		截至9月30日止九個月	
		2019	2018	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Net exchange gain (loss)	匯兌收益(虧損)淨額	2	–	1	10
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	(16)	–	(70)	–
		(14)	–	(69)	10

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

6. LOSS BEFORE TAXATION

6. 除稅前虧損

	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
	2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Loss before taxation has been arrived at after charging:				
Directors' remuneration	534	533	1,614	1,603
Other staff costs:				
Salaries and other benefits	21,564	21,527	62,708	64,147
Retirement benefits scheme contributions	814	969	2,462	2,717
Total staff costs	22,912	23,029	66,784	68,467
Lease payments under operating leases in respect of land and buildings:				
Short-term lease	315	-	945	-
Minimum lease payments	-	7,614	-	21,575
Contingent rents (note)	561	212	2,639	682
	876	7,826	3,584	22,257

Note: The operating lease rentals for certain restaurants are determined as the higher of a fixed rental or a predetermined percentage on revenue of respective restaurants pursuant to the terms and conditions that are set out in the respective rental agreements.

附註：根據有關租賃協議所載條款及條件，若干餐廳的經營租賃租金按固定租金或有關餐廳收入預定百分比二者中的較高者釐定。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

7. INCOME TAX EXPENSE

Hong Kong profits tax has been provided for at the rate of 16.5% on the estimated assessable profit for the three months and nine months ended 30 September 2019 and 2018.

7. 所得稅開支

截至2019年及2018年9月30日止三個月及九個月，香港利得稅乃按估計應課稅溢利的16.5%計提撥備。

		Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止三個月		截至9月30日止九個月	
		2019	2018	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Hong Kong Profits Tax:	香港利得稅:				
Current tax	即期稅項	3	290	149	(787)
Deferred tax	遞延稅項	–	–	202	206
		3	290	351	(581)

8. DIVIDENDS

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2019 (nine months ended 30 September 2018: nil).

8. 股息

董事會不建議就截至2019年9月30日止九個月派付任何股息(截至2018年9月30日止九個月：無)。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the three months and the nine months ended 30 September 2019
截至2019年9月30日止三個月及九個月

9. LOSS PER SHARE

For the three months and nine months ended 30 September 2019, the basic loss per Share is calculated based on (i) the loss attributable to owners of the Company and (ii) the weighted average number of ordinary shares in issue as disclosed below:

9. 每股虧損

截至2019年9月30日止三個月及九個月，每股基本虧損乃按下文所披露(i)本公司擁有人應佔虧損及(ii)已發行普通股的加權平均數計算：

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2019	2018	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Loss for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔期內虧損(千港元)	(10,662)	(8,907)	(20,586)	(16,719)
Weighted average number of ordinary shares in issue (thousand Shares)	已發行普通股的加權平均數(千股)	860,000	860,000	860,000	836,553

No diluted loss per share is presented for the three months and nine months ended 30 September 2019 and for the corresponding periods in 2018 as there was no potential ordinary share outstanding.

由於並無潛在已發行普通股，故並無呈列截至2019年9月30日止三個月及九個月以及2018年同期的每股攤薄虧損。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is a well established restaurant group in Hong Kong with award-winning restaurants serving a variety of cuisines including Chinese, Spanish, Thai, British, Italian, French and Southern Californian dishes under different brands and themes.

During the nine months ended 30 September 2019, the Group was principally engaged in operating restaurants and providing membership services for the Group's restaurants in Hong Kong. The Group closed Aberdeen Street Social and introduced "Louise", a partnership with Michelin-starred French Chef Julien Royer of Odette Restaurant to take over the prime location in PMQ. In September 2019, the Group opened an outlet in the food court of the Hong Kong International Airport offering top quality authentic Cantonese cuisine under the "Duddell's" brand ("Duddell's Airport").

The Group's restaurants served two categories of cuisines during the nine months ended 30 September 2019. 208 Duecento Otto, 22 Ships, Ham & Sherry, Commissary and Louise are classified as European restaurants. Duddell's, Duddell's Airport, Chachawan, Meen & Rice, Mak Mak, Old Bailey and Behind Bars are classified as Asian restaurants.

業務回顧

本集團是香港一家知名餐飲集團，旗下餐廳屢獲獎項，提供的美食包羅萬象，包括不同品牌及主題的中菜、西班牙菜、泰國菜、英國菜、意大利菜、法國菜及南加州菜。

截至2019年9月30日止九個月，本集團主要從事於香港經營餐廳及為本集團的餐廳提供會籍服務。本集團關閉Aberdeen Street Social並引進Odette Restaurant法國米其林星級廚師Julien Royer的合夥企業「Louise」，以接替於PMQ的黃金地段。於2019年9月，本集團在香港國際機場的美食廣場內開設一間商舖，以「都爹利會館」品牌，提供優質正宗粵菜（「都爹利機場」）。

截至2019年9月30日止九個月，本集團的餐廳提供兩類菜式。208 Duecento Otto、22 Ships、Ham & Sherry、Commissary及Louise分類為歐洲餐廳。都爹利會館、都爹利機場、Chachawan、粥粉麵飯、Mak Mak、Old Bailey及Behind Bars分類為亞洲餐廳。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

The following table sets forth a breakdown of the Group's revenue by type of cuisines and as a percentage of the Group's total revenue for the nine months ended 30 September 2019 with the comparative figures for the nine months ended 30 September 2018:

財務回顧

收入

下表載列本集團於截至2019年9月30日止九個月按菜式類型分類的收入及佔本集團收入總額百分比的明細連同截至2018年9月30日止九個月的比較數字：

		Notes		Nine months ended 30 September 截至9月30日止九個月			
				2019		2018	
				Revenue	% of total revenue 佔收入總額 的百分比	Revenue	% of total revenue 佔收入總額 的百分比
				收入		收入	
				HK\$'000	%	HK\$'000	%
				千港元	%	千港元	%
Europe	歐洲	1 & 2		59,253	38.9%	75,583	45.3%
Asian	亞洲	3 & 4		93,168	61.1%	91,172	54.7%
Total	總計			152,421	100.0%	166,755	100.0%

Note 1: 208 Duecento Otto, 22 Ships, Ham & Sherry, Louise and Commissary are classified as European restaurants.

附註1：208 Duecento Otto、22 Ships、Ham & Sherry、Louise及Commissary分類為歐洲餐廳。

Note 2: The Group closed Aberdeen Street Social in April 2019 and opened Louise at the premises occupied by Aberdeen Street Social in mid-June 2019.

附註2：本集團於2019年4月關閉Aberdeen Street Social，而Louise於2019年6月中旬在Aberdeen Street Social所在處所開業。

Note 3: Duddell's, Duddell's Airport, Chachawan, Meen & Rice, Mak Mak, Old Bailey and Behind Bars are classified as Asian restaurants.

附註3：都爹利會館、都爹利機場、Chachawan、粥粉麵飯、Mak Mak、Old Bailey及Behind Bars分類為亞洲餐廳。

Note 4: The Group opened an outlet in the food court of the Hong Kong International Airport under the "Duddell's" brand.

附註4：本集團以「都爹利會館」品牌在香港國際機場的美食廣場內開設一間商舖。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the nine months ended 30 September 2019, the Group's total revenue amounted to approximately HK\$152.4 million (nine months ended 30 September 2018: approximately HK\$166.8 million). The Group recognised a decrease of total revenue by approximately HK\$14.4 million or approximately 8.6% for the nine months ended 30 September 2019 as compared to the corresponding period in 2018, which was mainly due to the decrease in revenue from restaurants serving European cuisines, partially offset by the increase in revenue from restaurants serving Asian cuisines. The decrease in revenue was mainly brought about by the recent global and local economic and social uncertainties, such as the US-China trade war and the social unrest and related demonstrations in Hong Kong during the period. In addition, there was a loss of revenue from Aberdeen Street Social as the restaurant was closed down from 1 April to 2019 to 11 June 2019 for renovation of Louise.

Income tax expense

The Group is subject to income tax on an enterprise basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate. The Hong Kong subsidiaries of the Company were subject to Hong Kong profits tax at the rate of 16.5% on the estimated assessable profits for the nine months ended 30 September 2019 and 2018, respectively.

Loss for the period

As a result of the foregoing, the Group's loss was approximately HK\$20.6 million for the nine months ended 30 September 2019, representing an increase of approximately HK\$2.9 million as compared with a loss of approximately HK\$17.7 million for the nine months ended 30 September 2018. The increase was mainly due to the weak revenue performance brought about by the recent global and local economic and social uncertainties, such as the US-China trade war and the social unrest and related demonstrations in Hong Kong during the period.

截至2019年9月30日止九個月，本集團的收入總額約為152.4百萬港元(截至2018年9月30日止九個月：約166.8百萬港元)。本集團截至2019年9月30日止九個月的收入總額較2018年同期下跌約14.4百萬港元或約8.6%，此乃主要因為歐洲菜餐廳收入下跌，部分被亞洲菜餐廳收入增加所抵銷。收入下跌主要由於近期全球及地方經濟及社會不確定性，如中美貿易戰以及香港於該期間的社會動盪及相關示威遊行。此外，因翻新Louise令Aberdeen Street Social自2019年4月1日至2019年6月11日關閉而導致該餐廳收入受損。

所得稅開支

本集團須按企業基準就於或來自本集團成員公司所駐及經營所在司法權區的溢利繳納所得稅。於截至2019年及2018年9月30日止九個月，本公司香港附屬公司須分別就估計應課稅溢利按16.5%的稅率繳納香港利得稅。

期內虧損

由於上文所述，本集團於截至2019年9月30日止九個月的虧損約為20.6百萬港元，較截至2018年9月30日止九個月的虧損約17.7百萬港元增加約2.9百萬港元。該增加乃主要由於近期全球及地方經濟及社會不確定性(如中美貿易戰以及香港於該期間的社會動盪及相關示威遊行)導致收入表現疲弱。

OTHER INFORMATION

其他資料

LIQUIDITY AND CAPITAL RESOURCES

Financial Resources, Liquidity and Capital Structure

The Group finances its operations primarily through cash generated from operating activities and interest-bearing bank borrowings.

The Group recorded net current liabilities of approximately HK\$49.5 million as at 30 September 2019 (31 December 2018: net current assets approximately HK\$30.2 million).

As at 30 September 2019, the Group's current ratio was 0.4 (31 December 2018: 2.2). Gearing ratio is calculated by dividing the total debt by the total equity at the end of the year. Total debt represents all liabilities excluding trade payables, tax payables, deferred tax liabilities and provisions. As at 30 September 2019, the Group's gearing ratio was 370.8% (31 December 2018: 26.9%). The significant increase is mainly due to the adoption of HKFRS 16 for the reporting period.

As at 30 September 2019, the maximum limit of the banking facilities available to the Group amounted to HK\$27.0 million and the unutilised banking facilities amounted to HK\$1.0 million. The bank borrowings were denominated in Hong Kong dollars, repayable by instalments or on demand and interest-bearing at floating rates of 4.44% to 4.48% per annum (31 December 2018: 2.50% to 3.79% per annum).

As at 30 September 2019, the capital structure of the Group consisted of equity attributable to owners of the Company of HK\$40.5 million, comprising issued share capital and reserves.

The Board is of the opinion that, after taking into account the existing bank balances and cash, internally generated funds and available banking facilities, the Group has sufficient working capital for its operations.

There has been no change in the capital structure of the Group during the nine months ended 30 September 2019.

流動資金及資本資源

財務資源、流動資金及資本架構

本集團主要透過經營活動產生的現金及計息銀行借款撥付其營運所需資金。

本集團於2019年9月30日錄得流動負債淨額約49.5百萬港元(2018年12月31日：流動資產淨值約30.2百萬港元)。

於2019年9月30日，本集團的流動比率為0.4(2018年12月31日：2.2)。資產負債比率按年末債務總額除以權益總額計算。債務總額指所有負債(不包括貿易應付款項、應付稅項、遞延稅項負債及撥備)。於2019年9月30日，本集團資產負債比率為370.8%(2018年12月31日：26.9%)。顯著增加主要因為報告期內採用香港財務報告準則第16號。

於2019年9月30日，可供本集團動用的銀行融資的最高限額為27.0百萬港元及未動用的銀行融資金額為1.0百萬港元。銀行借款以港元計值，分期或應要求償還，按浮動利率年息4.44%至4.48%計息(2018年12月31日：年息2.50%至3.79%)。

於2019年9月30日，本集團的股本架構包括本公司擁有人應佔權益40.5百萬港元，包括已發行股本及儲備。

董事會認為，經計及現有銀行結餘及現金、內部產生的資金及可動用銀行融資後，本集團擁有足夠營運資金用於其營運。

截至2019年9月30日止九個月，本集團股本架構並無變動。

FOREIGN CURRENCY EXPOSURE RISKS

The Group operated mainly in Hong Kong with most of the Group's transactions settled in Hong Kong dollars. As such, the Group did not have significant exposure to foreign exchange risks during the nine months ended 30 September 2019.

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the nine months ended 30 September 2019. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the nine months ended 30 September 2019, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 September 2019, the Group had contracted but not provided for capital commitment of HK\$3.6 million representing property, plant and equipment in respect of renovation of Louise and Duddell's Airport (31 December 2018: nil).

As at 30 September 2019, the Group did not have any material contingent liabilities (31 December 2018: nil).

外匯敞口風險

本集團主要在香港經營業務，本集團大部分交易以港元結算。因此，於截至2019年9月30日止九個月，本集團並無重大外匯風險敞口。

庫務政策

本集團對其庫務政策採取審慎的財務管理方法，因此截至2019年9月30日止九個月整段期間保持了健康的流動資金狀況。本集團力求通過持續的信貸評估及對其客戶財務狀況進行評估以降低信用風險。為管理流動性風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔的流動性結構不時滿足其資金需求。

重大投資、重大收購及出售附屬公司及聯屬公司

截至2019年9月30日止九個月，本集團並無任何重大投資、重大收購或出售附屬公司及聯屬公司。

資本承擔及或然負債

於2019年9月30日，本集團就Louise及都爹利機場進行翻新所產生有關物業、廠房及設備的已訂約但未撥備資本承擔3.6百萬港元(2018年12月31日：無)。

於2019年9月30日，本集團並無任何重大或然負債(2018年12月31日：無)。

OTHER INFORMATION

其他資料

DIVIDEND

The Board does not recommend the payment of a dividend for the nine months ended 30 September 2019 (nine months ended 30 September 2018: nil).

PLEDGE OF ASSETS

As at 30 September 2019, the Group has pledged short-term bank deposits in the amount of HK\$4.5 million as security for the Group's banking facilities (31 December 2018: HK\$4.5 million).

USE OF PROCEEDS AND COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

As the actual amount of the listing expenses was higher than the estimated amount of the listing expenses set out in the prospectus of the Company dated 29 January 2018 (the "Prospectus"), the actual net proceeds from the Share Offer was approximately HK\$11.7 million (after the deduction of the underwriting commission and listing related expenses), which was less than the estimated net proceeds of approximately HK\$13.6 million as set out in the Prospectus and the allotment results announcement dated 7 February 2018.

Accordingly, the amount of the net proceeds allocated for carrying out maintenance to the Group's existing restaurants is adjusted from HK\$3.6 million to HK\$2.6 million and the amount of net proceeds allocated for use as general working capital is adjusted from HK\$1.3 million to HK\$0.4 million. The amount of net proceeds allocated to other uses as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus remain unchanged. Set out below is the actual use of the net proceeds up to 30 September 2019:

股息

董事會不建議就截至2019年9月30日止九個月派付任何股息(截至2018年9月30日止九個月: 無)。

資產抵押

於2019年9月30日, 本集團已抵押短期銀行存款4.5百萬港元(2018年12月31日: 4.5百萬港元)作為本集團銀行融資的抵押。

所得款項用途及業務目標與實際業務進程比較

由於上市開支實際金額高於本公司日期為2018年1月29日的招股章程(「招股章程」)所載上市開支的估計金額, 故股份發售所得款項實際淨額(扣除包銷佣金及上市相關開支後)約為11.7百萬港元, 少於招股章程及日期為2018年2月7日的配發結果公告所載估計所得款項淨額約13.6百萬港元。

因此, 分配為本集團現有餐廳進行保養及用作一般營運資金的所得款項淨額由3.6百萬港元及1.3百萬港元分別調整至2.6百萬港元及0.4百萬港元。招股章程內「未來計劃及所得款項用途」一節所載分配用於其他用途的所得款項淨額不變。下文載列直至2019年9月30日的所得款項淨額實際用途:

OTHER INFORMATION 其他資料

Use of Net Proceeds	Planned use of total Net Proceeds	Approximate percentage of total Net Proceeds	Actual use of Net Proceeds up to 30 September 2019	Unused total Net Proceeds up to 30 September 2019	
所得款項淨額用途	總所得款項淨額計劃用途	估總所得款項淨額概約百分比	9月30日的所得款項淨額實際用途	9月30日的尚未動用總所得款項淨額	
	(HK\$ million) (百萬港元)	%	(HK\$ million) (百萬港元)	(HK\$ million) (百萬港元)	
To develop new dining concepts and restaurants ^(Note 1)	研創全新餐飲概念及餐廳 ^(附註1)	7.7	65.8%	7.7	-
To carry out maintenance to the Group's existing restaurants ^(Note 2)	為本集團現有餐廳進行保養 ^(附註2)	2.6	22.2%	2.6	-
To repay term loan ^(Note 3)	償還定期貸款 ^(附註3)	1.0	8.6%	1.0	-
General working capital	一般營運資金	0.4	3.4%	0.4	-
Total	總計	11.7	100%	11.7	-

Notes:

附註：

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| <p>1. The Group utilised the net proceeds to finance the establishment of two new restaurants in the third quarter of 2019, namely, Louise and Duddell's Airport.</p> | <p>1. 本集團於2019年第三季度動用所得款項淨額為開設兩間新餐廳(即 Louise 及都爹利機場)撥付資金。</p> |
| <p>2. The Group commenced the renovation and maintenance work of existing restaurants in the first quarter of 2019.</p> | <p>2. 本集團於2019年第一季度開始現有餐廳的翻新及保養工作。</p> |
| <p>3. The repayment of term loans has been executed according to the maturity dates as set in the loan agreements with banks.</p> | <p>3. 償還定期貸款已根據與銀行之間的貸款協議所載到期日期執行。</p> |

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PERMITTED INDEMNITY PROVISION

Article 191 of the Company's articles of association provides that the directors, managing directors, alternate Directors, auditors, secretary and other officers of the Company and the trustees (if any) shall be indemnified out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trust, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2019, the Group employed a total of 336 employees (31 December 2018: 290) including the executive Directors. For the nine months ended 30 September 2019, total staff costs amounted to approximately HK\$66.8 million (30 September 2018: approximately HK\$68.5 million). Remuneration (including employees' benefits) is maintained at an attractive level and reviewed on a periodic basis. Employees' salary and relevant benefits are determined on the basis of performance, qualification, experience, positions and the Group's business performance.

EVENTS AFTER THE REPORTING PERIOD

On 2 September 2019, Loyal Talent International Limited, an indirect-wholly owned subsidiary of the Company, offered to lease as tenant and the landlords, Smart Ease Development Limited and Gain Sheen Investment Limited, accepted the offer to lease in respect of the premises at 5th floor of 18 On Lan Street, Hong Kong, which will house the Group's new modern French restaurant tentatively named "Mono". Mono is expected to commence business in December 2019. Please refer to the announcement of the Company dated 2 September 2019 for further details.

As from 30 September 2019 to the date of this report, the Board is not aware of other significant events occurred that require disclosure.

獲准許的彌償保證條文

本公司組織章程細則第191條規定，本公司董事、董事總經理、替任董事、核數師、秘書及其他高級人員以及受託人(如有)，彼等或彼等中任何人士因履行在其各自的職位或受託事務中的職責或應有職責而作出、同意或遺漏的任何行動所須或可能產生或承擔的所有訴訟、成本、費用、損失、損害和支出，均應以本公司的資產補償，但因其個人欺詐或不誠實而產生或承擔的(如有)除外。

僱員及薪酬政策

於2019年9月30日，本集團共聘用336名僱員(2018年12月31日：290名)，其中包括執行董事。截至2019年9月30日止九個月，員工成本總額約為66.8百萬港元(2018年9月30日：約68.5百萬港元)。薪酬(包括僱員福利)維持在有吸引力的水平，並定期檢討。僱員薪資及相關福利乃根據表現、資質、經驗、職位以及本集團業務績效確定。

報告期後事項

於2019年9月2日，朗駿國際有限公司(本公司間接全資附屬公司)作為承租人提出要約租賃，而傑怡發展有限公司及盈兆投資有限公司(作為業主)接納租賃要約，以租賃有關位於香港安蘭街18號5樓的物業。該物業將被本集團用於新開設一間現代法式餐廳(暫時名為「Mono」)。Mono預計於2019年12月開業。有關進一步詳情，請參閱本公司日期為2019年9月2日的公告。

自2019年9月30日起至本報告日期，董事會並不知悉有發生任何須予披露的重大事項。

INTERESTS OF THE COMPLIANCE ADVISER

As at 30 September 2019, neither Innovax Capital Limited, the compliance adviser of the Company, nor any of its directors, employees or close associates had any interests in the securities of the Company or any other companies in the Group (including option or rights to subscribe for such securities) pursuant to Rule 6A.32 of the GEM Listing Rules.

PRACTICE AND CONDUCT OF BOARD MEETINGS

Schedules and draft agenda of each Board meeting are normally distributed to Directors in advance. At least 14 days' notice should be given for a regular Board meeting. For other Board and committee meetings, reasonable notices are generally given.

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are duly kept by the company secretary at the meetings and open for inspection by the Directors.

The Company's articles of association contains provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their close associates (as defined in the GEM Listing Rules) have a material interest.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or Audit Committee meeting to keep the Directors apprised of the latest development and financial position of the Company and to enable them to make informed decisions.

合規顧問的權益

於2019年9月30日，根據GEM上市規則第6A.32條，本公司合規顧問創陸融資有限公司及其任何董事、僱員或緊密聯繫人均概無擁有本公司或本集團任何其他公司證券的權益(包括認購該等證券的期權或權利)。

董事會會議的常規及準則

每次董事會會議的時間表及議程草案一般提前提供予董事。定期董事會會議應至少提前14天發出通知。就其他董事會及委員會會議而言，一般會發出合理通知。

所有董事會會議記錄記錄所審議事項及所導致決策的充分詳情，均由公司秘書在會議上妥善存置並開放可供董事查閱。

本公司的組織章程細則載有要求董事於批准有關董事或彼等的任何緊密聯繫人(定義見GEM上市規則)擁有重大權益的交易會議上棄權投票且不計入法定人數的條文。

董事會文件連同所有適當、完整及可靠資料須於每次董事會會議或審核委員會會議前至少3天寄送予全體董事以使董事知悉本公司的最新進展及財務狀況並使得彼等可作出知情決定。

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AUDIT COMMITTEE

The Company has established an audit committee on 23 January 2018 (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company’s draft annual, interim and quarterly financial reports and accounts and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting processes and internal control procedures of the Group. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Leung Yuk Lun Ulric (Chairperson), Mr. Devin Nijanthan Chanmugam and Mr. Wee Keng Hiong Tony.

The Audit Committee has reviewed this report and the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2019 and the effectiveness of internal control procedures of the Group.

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

The Directors confirm that during the period under review, there has been no purchase, sale or redemption of the Company’s listed securities.

DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTERESTS IN COMPETING BUSINESS

As at the date of this report, Mr. Lo Yeung Kit, Alan, the spouse of Ms. PY Wong, one of the Company’s executive Directors and controlling shareholders, is a director and shareholder (with 15.3% shareholding) of Classified Group (Holdings) Limited, a company listed on GEM (stock code: 8232) whose subsidiaries are principally engaged in restaurants operation in Hong Kong.

Save as disclosed above, the Directors are not aware of any business and interest of the Directors or the controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the period under review.

審核委員會

本公司已遵照GEM上市規則第5.28至第5.29條於2018年1月23日成立審核委員會(「**審核委員會**」)，並訂有書面職權範圍。審核委員會主要職責為審閱本公司的年度、中期及季度財務報告及賬目草擬本，並就此向董事會提供建議及意見。審核委員會亦負責審查及監督財務申報程序及本集團內部控制進展。審核委員會目前由三名獨立非執行董事(即梁玉麟先生(主席)、Devin Nijanthan Chanmugam先生及Wee Keng Hiong Tony先生)組成。

審核委員會已審閱本報告及本集團截至2019年9月30日止九個月的未經審核簡明綜合業績及本集團內部控制制度的有效性。

購買、出售或贖回本公司上市證券

董事確認，於回顧期內，本公司概無購買、出售或贖回上市證券。

董事及控股股東於競爭業務中的權益

於本報告日期，黃佩茵女士(本公司執行董事及控股股東之一)的配偶羅揚傑先生為Classified Group (Holdings) Limited(一間於GEM上市的公司(股份代號：8232)及其附屬公司主要於香港從事餐廳營運)的董事及股東(擁有15.3%股權)。

除上文所披露者外，董事並不知悉董事或本公司控股股東或彼等各自的任何緊密聯繫人(定義見GEM上市規則)於回顧期內擁有任何對本集團業務構成或可能構成競爭的業務及權益，亦不知悉任何有關人士與本集團存在或可能存在任何其他利益衝突。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that all of the Directors complied with such required standard of dealings and its code of conduct regarding directors' securities transactions during the period under review.

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

As at 30 September 2019, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO), (ii) recorded in the register required to be kept under section 352 of the SFO, or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(i) Long positions in Shares and underlying Shares

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Percentage of shareholding 持股百分比
Ms. Wong Pui Yain 黃佩茵女士	Interest in a controlled corporation ^(Note) 受控制法團權益 ^(附註)	409,670,000 ^(Note) ^(附註)	47.64%
Ms. Wong Pui Yain 黃佩茵女士	Beneficial owner ^(Note) 實益擁有人 ^(附註)	66,816,000 ^(Note) ^(附註)	7.77%

Note: 409,670,000 Shares are held by Giant Mind, which is solely owned by Ms. Wong Pui Yain, and 66,816,000 Shares by Ms. Wong Pui Yain in her personal capacity.

董事的證券交易

本公司已按不較 GEM 上市規則第 5.48 至第 5.67 條所載交易規定標準寬鬆的條款採納董事進行證券交易的操守守則。本公司已向全體董事作出具體查詢，確認全體董事於回顧期間遵守上述交易規定標準及有關董事進行證券交易的操守守則。

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於 2019 年 9 月 30 日，董事及本公司最高行政人員於本公司或其相聯法團(定義見香港法例第 571 章證券及期貨條例(「證券及期貨條例」)第 XV 部)的股份、相關股份或債權證中，擁有 (i) 須根據證券及期貨條例第 XV 部第 7 及第 8 分部知會本公司及聯交所的權益及淡倉(包括董事及本公司最高行政人員根據證券及期貨條例第 XV 部第 7 及第 8 分部被當作或被視為擁有的權益及淡倉)；(ii) 記入根據證券及期貨條例第 352 條須備存的登記冊內的權益及淡倉；或 (iii) 根據 GEM 上市規則第 5.46 條至第 5.67 條所述的上市發行人董事進行交易的規定標準另行知會本公司及聯交所的權益及淡倉，有關詳情如下：

(i) 於股份及相關股份的好倉

附註：409,670,000 股股份由 Giant Mind 持有，而 Giant Mind 由黃佩茵女士獨自擁有，且 66,816,000 股股份由黃佩茵女士以其個人身份持有。

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(ii) Long positions in the shares and underlying shares in associated corporation of the Company

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity 身份	Number of shares 數份數目	Percentage of shareholding 持股百分比
Ms. Wong Pui Yain 黃佩茵女士	Giant Mind ^(Note) Giant Mind ^(附註)	Beneficial owner 實益擁有人	1,000 ^(Note) (附註)	100%

Note: Giant Mind held 47.64% of issued Shares of the Company.

(ii) 於本公司相聯法團股份及相關股份的好倉

附註： Giant Mind持有本公司已發行股份的47.64%。

Save as disclosed above, as at 30 September 2019, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which the Directors or the chief executive of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO); (ii) recorded in the register required to be kept under section 352 of the SFO or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於2019年9月30日，概無董事或本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益或淡倉(包括董事或本公司最高行政人員根據證券及期貨條例第XV部第7及第8分部被當作或被視為擁有的權益及/或淡倉)；(ii)記入根據證券及期貨條例第352條須備存的登記冊內的權益或淡倉；或(iii)根據GEM上市規則第5.46條至第5.67條所述的上市發行人董事進行交易的規定標準另行知會本公司及聯交所的權益或淡倉。

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

As at 30 September 2019, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests or short positions in Shares or underlying Shares which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 Part XV of the SFO:

主要股東及其他人士於股份及相關股份的權益及淡倉

於2019年9月30日，就董事所知，以下人士(並非董事或本公司最高行政人員)於股份或相關股份中擁有或被視為擁有記錄於本公司根據證券及期貨條例第336條須存置的登記冊或根據證券及期貨條例第XV部第2及第3分部條文須予披露的權益或淡倉：

(i) Long positions in Shares

Name of shareholder 股東姓名/名稱	Capacity/Nature of interest 身份/權益性質	Number of Shares held/Interested 持有/擁有權益的股份數目	Percentage of shareholding 持股百分比
Mr. Lo Yeung Kit, Alan ^(Note 1) 羅揚傑先生 ^(附註1)	Interest of spouse 配偶權益	476,486,000	55.41%
Giant Mind	Beneficial interest 實益權益	409,670,000	47.64%

Note:

1. Mr. Lo Yeung Kit, Alan, the spouse of Ms. Wong Pui Yain, is deemed under the SFO to be interested in these 476,486,000 Shares in which Ms. Wong Pui Yain is deemed to be interested.

(i) 於股份的好倉

附註：

1. 根據證券及期貨條例，羅揚傑先生(黃佩茵女士的配偶)被視為為該等476,486,000股股份中擁有權益。

Save as disclosed above, as at 30 September 2019, the Directors had not been notified by any person who had interests or short positions in the Shares or underlying Shares which were recorded in the register required to be kept under section 336 of the SFO, or which fall to be disclosed under the provisions of Divisions 2 and 3 Part XV of the SFO.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Scheme"). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 30 September 2019.

CORPORATE GOVERNANCE

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. Except for the deviation from code provision A.2.1 of the CG Code (as defined below), the Company has complied with the code provisions set out in the CG Code (as defined below) contained in Appendix 15 to the GEM Listing Rules (the "CG Code") during the period under review. Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Wong Pui Yin is both the chairperson of the Board and the chief executive officer of the Company. In view of Ms. Wong's role in day-to-day operations and management of the Group since 2010, the Board believes that it is in the best interest of the Group to have Ms. Wong taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance and the Board is of the view that this management structure is effective for the Group's operations and sufficient checks and balances are in place. The Board will continue to review and consider splitting the roles of the chairperson and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstance of the Group as a whole.

除上文披露者外，於2019年9月30日，概無任何人士已經知會董事彼於股份或相關股份擁有根據證券及期貨條例第336條記錄於須存置的登記冊或根據證券及期貨條例第XV部第2及第3分部條文須予披露的權益或淡倉。

購股權計劃

本公司已採納一項購股權計劃(「該計劃」)。該計劃的條款符合GEM上市規則第二十三章的條文。自採納該計劃以來概無授出購股權及於2019年9月30日概無未行使的購股權。

企業管治

本公司堅定不移地維持及確保保持高水準的企業管治，不斷審查及完善企業管治慣例及標準。除偏離企業管治守則(定義見下文)第A.2.1條守則條文外，本公司於回顧期間已遵守GEM上市規則附錄十五所載企業管治守則(定義見下文)(「企業管治守則」)所載守則條文。企業管治守則第A.2.1條守則條文規定主席與行政總裁的角色應有區分，並不應由一人同時兼任。黃佩茵女士為本公司董事會主席兼行政總裁。鑒於黃女士自2010年起於本集團日常營運及管理方面的角色，董事會相信黃女士同時兼任兩個角色有利於實現有效的管理及業務發展，符合本集團的最佳利益。因此，董事認為，在該情況下，偏離企業管治守則第A.2.1條守則條文乃屬適當，且董事會認為，該管理架構對本集團的營運及充分的制衡乃屬有效。董事會將考慮本集團的整體情況，於適當及合適時繼續檢討及考慮分開本公司主席與行政總裁的職務。

OTHER INFORMATION

其他資料

COMMUNICATION WITH SHAREHOLDERS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public. The Company updates the shareholders on its latest business developments and financial performance through its quarterly, interim and annual reports and communicates with the shareholders of the Company through annual general meetings and extraordinary general meetings. In compliance with the requirements of the GEM Listing Rules, the Company issued regular reports, announcements, circulars and notice of general meetings. Always updated with the latest information, the corporate website of the Company (www.jiagroup.co) has provided an effective communication platform to the public and the shareholders of the Company.

OUTLOOK

The Group will make steady progress in accordance with the plans formulated before the Listing and its actual operational conditions, so as to facilitate effective implementation of the business objectives of the Company and bring benefits from it.

The Board will also proactively seek potential business opportunities that will broaden the sources of income of the Group and enhance value to the shareholders of the Company.

By order of the Board
Jia Group Holdings Limited
Wong Pui Yin
Chairperson

Hong Kong, 7 November 2019

與股東溝通

本公司相信，維持高透明度是提升投資者關係的關鍵，並致力保持向其股東及投資大眾公開及適時披露公司資料的政策。本公司透過季度、中期及年度報告向股東更新其最新業務發展及財務表現，並通過股東週年大會及股東特別大會與本公司股東溝通。按照 GEM 上市規則的規定，本公司刊發定期報告、公告、通函及股東大會通告。本公司的公司網站(www.jiagroup.co)會持續發佈最新資料，為公眾及本公司股東提供有效的溝通平台。

展望

本集團將按照上市前制定的規劃，並結合實際運營情況穩步推進業務發展，以有效落實本公司的各項業務目標並從中獲利。

董事會亦將積極尋求潛在商機，以擴大本集團的收入來源及為本公司股東增值。

承董事會命
佳民集團有限公司
主席
黃佩茵

香港，2019年11月7日