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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 INTERIM RESULTS  
FOR THE SIX MONTHS ENDED 30 JUNE 2020**

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 for the six months ended 30 June 2020. This announcement, containing the full text of the 2020 interim report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of interim results. Printed version of the Company’s 2020 interim report will be delivered to the shareholders of the Company and available for viewing on the GEM website at [www.hkgem.com](http://www.hkgem.com) and of the Company at [www.jiagroup.co](http://www.jiagroup.co) in due course.

By order of the Board  
**Jia Group Holdings Limited**  
**Wong Pui Yain**  
*Chairperson and Executive Director*

Hong Kong, 11 August 2020

*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](http://www.hkgem.com)) for at least seven days from the date of its posting and on the Company’s website ([www.jiagroup.co](http://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聯交所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。

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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。

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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Ms. WONG Pui Yain (*Chairperson*)

Ms. WAN Suet Yee Cherry

##### Independent non-executive Directors

Mr. Devin Nijanthan CHANMUGAM

Mr. LEUNG Yuk Lun Ulric

Mr. WEE Keng Hiong Tony

#### COMPLIANCE OFFICER

Ms. WAN Suet Yee Cherry

#### AUTHORISED REPRESENTATIVES (FOR THE PURPOSES OF THE GEM LISTING RULES)

Ms. WAN Suet Yee Cherry

Ms. LEUNG Yin Fai (*HKICPA, ACCA, CPA Australia*)

#### COMPANY SECRETARY

Ms. LEUNG Yin Fai (*HKICPA, ACCA, CPA Australia*)

#### AUDIT COMMITTEE

Mr. LEUNG Yuk Lun Ulric (*Chairperson*)

Mr. Devin Nijanthan CHANMUGAM

Mr. WEE Keng Hiong Tony

#### REMUNERATION COMMITTEE

Mr. Devin Nijanthan CHANMUGAM (*Chairperson*)

Ms. WONG Pui Yain

Mr. WEE Keng Hiong Tony

#### NOMINATION COMMITTEE

Ms. WONG Pui Yain (*Chairperson*)

Mr. LEUNG Yuk Lun Ulric

Mr. Devin Nijanthan CHANMUGAM

#### 董事會

##### 執行董事

黃佩茵女士(主席)

溫雪儀女士

##### 獨立非執行董事

Devin Nijanthan CHANMUGAM 先生

梁玉麟先生

WEE Keng Hiong Tony 先生

#### 合規主任

溫雪儀女士

#### 授權代表(就 GEM 上市規則而言)

溫雪儀女士

梁燕輝女士(香港會計師公會、英國獲特許註冊會計師公會及澳洲會計師公會)

#### 公司秘書

梁燕輝女士(香港會計師公會、英國獲特許註冊會計師公會及澳洲會計師公會)

#### 審核委員會

梁玉麟先生(主席)

Devin Nijanthan CHANMUGAM 先生

WEE Keng Hiong Tony 先生

#### 薪酬委員會

Devin Nijanthan CHANMUGAM 先生(主席)

黃佩茵女士

WEE Keng Hiong Tony 先生

#### 提名委員會

黃佩茵女士(主席)

梁玉麟先生

Devin Nijanthan CHANMUGAM 先生

**LEGAL COMPLIANCE COMMITTEE**

Ms. WAN Suet Yee Cherry (*Chairperson*)  
Ms. WONG Pui Yain  
Mr. LEUNG Yuk Lun Ulrich

**AUDITOR**

BDO Limited  
*Certified Public Accountants*  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

**COMPLIANCE ADVISER**

Innovax Capital Limited  
Room 2002, 20/F  
Chinachem Century Tower  
178 Gloucester Road  
Wanchai  
Hong Kong

**LEGAL ADVISER AS TO HONG KONG LAW**

Loeb & Loeb LLP  
21/F, CCB Tower  
3 Connaught Road Central  
Hong Kong

**PRINCIPAL BANKER**

Hang Seng Bank Limited  
19/F  
83 Des Voeux Road Central  
Hong Kong

**法律合規委員會**

溫雪儀女士(主席)  
黃佩茵女士  
梁玉麟先生

**核數師**

香港立信德豪會計師事務所有限公司  
*執業會計師*  
香港  
干諾道中111號  
永安中心25樓

**合規顧問**

創陞融資有限公司  
香港  
灣仔  
告士打道178號  
華懋世紀廣場  
20樓2002室

**有關香港法律的法律顧問**

樂博律師事務所有限法律責任合夥  
香港  
干諾道中3號  
中國建設銀行大廈21樓

**主要往來銀行**

恒生銀行有限公司  
香港  
德輔道中83號  
19樓

## CORPORATE INFORMATION

### 公司資料

#### REGISTERED OFFICE IN THE CAYMAN ISLANDS

P.O. Box 1350  
Clifton House, 75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

#### 開曼群島註冊辦事處

P.O. Box 1350  
Clifton House, 75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office No.5 on 22/F, Universal Trade Centre  
No.3 Arbuthnot Road  
Central  
Hong Kong

#### 總部及香港主要營業地點

香港  
中環  
亞畢諾道3號  
環貿中心22樓5號室

#### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited  
P.O. Box 1350  
Clifton House, 75 Fort Street  
Grand Cayman, KY1-1108  
Cayman Islands

#### 開曼群島主要股份過戶登記處

Ocorian Trust (Cayman) Limited  
P.O. Box 1350  
Clifton House, 75 Fort Street  
Grand Cayman, KY1-1108  
Cayman Islands

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 54  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

#### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
54樓

#### WEBSITE OF THE COMPANY

[www.jiagroup.co](http://www.jiagroup.co)

#### 本公司網址

[www.jiagroup.co](http://www.jiagroup.co)

#### STOCK CODE

8519

#### 股份代號

8519

# FINANCIAL HIGHLIGHTS

## 財務摘要

### HIGHLIGHTS

### 摘要

		Six months ended 30 June 截至6月30日止六個月		
		2020	2019	Change
		HK\$'000	HK\$'000	變動
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收入	<b>83,891</b>	103,458	(19,567)
Loss for the period	期內虧損	<b>(13,998)</b>	(9,924)	(4,074)
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	<b>(14,111)</b>	(9,924)	(4,187)
Loss per share (HK cents)	每股虧損(港仙)	<b>(1.64)</b>	(1.15)	(0.49)

- The Group recorded an unaudited revenue of approximately HK\$83.9 million for the six months ended 30 June 2020, representing a decrease of approximately 18.9% as compared with that for the corresponding period in 2019.

– 截至2020年6月30日止六個月，本集團錄得未經審核收入約83.9百萬港元，較2019年同期減少約18.9%。
- The Group's unaudited loss was approximately HK\$14.0 million for the six months ended 30 June 2020, representing an increase in loss of approximately HK\$4.1 million as compared with a loss of approximately HK\$9.9 million for the corresponding period in 2019.

– 截至2020年6月30日止六個月，本集團的未經審核虧損約為14.0百萬港元，較2019年同期的虧損約9.9百萬港元增加約4.1百萬港元虧損。
- The Board does not recommend the payment of dividend for the six months ended 30 June 2020 (2019: nil).

– 董事會不建議就截至2020年6月30日止六個月派付股息(2019年：無)。

## INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2020 截至2020年6月30日止六個月的中期業績

The board of Directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated financial results of the Group for the three months and six months ended 30 June 2020 together with the comparative unaudited figures for the corresponding periods in 2019, as follows:

本公司董事會(「董事會」)欣然宣佈本集團截至2020年6月30日止三個月及六個月的未經審核簡明綜合財務業績連同2019年同期的未經審核比較數字如下：

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### 未經審核簡明綜合損益及其他全面收益表

For the three months and six months ended 30 June 2020

截至2020年6月30日止三個月及六個月

		Notes 附註	Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
			2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)	2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	3	38,262	47,510	83,891	103,458
Other income	其他收入	4	4,674	1,071	6,115	1,879
Other losses	其他虧損	5	(20)	(56)	-	(55)
Raw materials and consumables used	所用原材料及耗材		(10,314)	(11,416)	(21,715)	(24,556)
Staff costs	員工成本		(17,495)	(21,876)	(40,590)	(43,872)
Depreciation	折舊		(8,308)	(8,500)	(17,195)	(17,312)
Property rentals and related expenses	物業租金及相關開支		1,224	(2,506)	(6,033)	(5,522)
Utility expenses	日常開支		(1,468)	(1,627)	(3,335)	(3,359)
Advertising and promotion expenses	廣告及推廣開支		(2,104)	(2,243)	(3,587)	(4,639)
Other operating expenses	其他經營開支	6	(5,343)	(7,676)	(10,248)	(13,653)
Finance costs	融資成本		(555)	(1,082)	(1,136)	(1,945)
Loss before taxation	除稅前虧損	7	(1,447)	(8,401)	(13,833)	(9,576)
Income tax expense	所得稅開支	8	(92)	(177)	(165)	(348)
Loss and total comprehensive expense for the period	期內虧損及全面開支總額		(1,539)	(8,578)	(13,998)	(9,924)
Loss and total comprehensive expense for the period attributable to:	以下人士應佔期內虧損及全面開支總額：					
- Owners of the Company	- 本公司擁有人		(1,652)	(8,578)	(14,111)	(9,924)
- Non-controlling interests	- 非控股權益		113	-	113	-
			(1,539)	(8,578)	(13,998)	(9,924)
Loss per share	每股虧損					
Basic and diluted (HK cents)	基本及攤薄(港仙)	10	(0.19)	(1.00)	(1.64)	(1.15)



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
未經審核簡明綜合財務狀況表

As at 30 June 2020  
於2020年6月30日

			30 June 6月30日 2020 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2019 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	26,469	31,528
Right-of-use assets	使用權資產		21,256	34,392
Investment in an associate	於聯營公司的投資		–	–
Deferred tax assets	遞延稅項資產		2,850	2,850
Deposits	按金		8,931	13,922
Pledged bank deposits	已抵押銀行存款		9,500	4,500
			<b>69,006</b>	<b>87,192</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		4,832	5,857
Trade and other receivables, deposits and prepayments	貿易及其他應收款項、 按金及預付款項	12	21,107	16,490
Amount due from a controlling shareholder	應收控股股東款項		–	98
Amount due from an associate	應收聯營公司款項		914	914
Tax recoverable	可收回稅項		1,125	1,447
Bank balances and cash	銀行結餘及現金		15,018	8,142
			<b>42,996</b>	<b>32,948</b>

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 未經審核簡明綜合財務狀況表

As at 30 June 2020  
於2020年6月30日

			30 June 6月30日 2020 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2019 HK\$'000 千港元 (Audited) (經審核)
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables and accrued charges	貿易及其他應付款項及應計費用	13	46,214	39,153
Contract Liabilities	合約負債		–	1,761
Amounts due to related companies	應付關聯公司款項		463	226
Amount due to a director	應付董事款項		4,981	–
Bank borrowings	銀行借款		11,762	3,902
Lease liabilities	租賃負債		18,738	27,369
Tax payable	應付稅項		69	284
			<b>82,227</b>	<b>72,695</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(39,231)</b>	<b>(39,747)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>29,775</b>	<b>47,445</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Provision	撥備		3,594	3,852
Deferred tax liabilities	遞延稅項負債		35	35
Lease liabilities	租賃負債		10,970	14,383
			<b>14,599</b>	<b>18,270</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>15,176</b>	<b>29,175</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	14	8,600	8,600
Reserves	儲備		3,903	20,575
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>12,503</b>	<b>29,175</b>
Non-controlling interests	非控股權益		2,673	–
<b>Total equity</b>	<b>權益總額</b>		<b>15,176</b>	<b>29,175</b>

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

For the six months ended 30 June 2020  
截至2020年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔				Non-controlling interests		Total equity
		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)
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	–	–	–	(9,924)	(9,924)	–	(9,924)
At 30 June 2019	於2019年6月30日	8,600	73,601	10,326	(41,319)	51,208	–	51,208
At 1 January 2020	於2020年1月1日	8,600	73,601	10,326	(63,352)	29,175	–	29,175
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	–	–	–	(14,111)	(14,111)	–	(14,111)
Transactions with non-controlling interests	與非控股權益的交易	–	–	–	(2,561)	(2,561)	2,673	112
At 30 June 2020	於2020年6月30日	8,600	73,601	10,326	(80,024)	12,503	2,673	15,176

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 未經審核簡明綜合現金流量表

For the six months ended 30 June 2020  
截至2020年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash from operating activities	經營活動所得現金淨額	10,828	8,222
Net cash used in investing activities	投資活動所用現金淨額	(5,997)	(22,258)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	2,045	(14,160)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	6,876	(28,196)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	8,142	35,699
Cash and cash equivalents at end of the period	期末現金及現金等價物	15,018	7,503
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Bank balances and cash	銀行結餘及現金	15,018	7,503

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

### 1. 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 Arbutnot Road, Central, Hong Kong, respectively.

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

### 2. BASIS OF PREPARATION

The Group's unaudited condensed consolidated financial statements for the period ended 30 June 2020 have been prepared in accordance with Hong Kong Accounting Standards ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements and should read in conjunction with the consolidated financial statements for the year ended 31 December 2019, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA. The unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

### 1. 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. 編製基準

本集團截至2020年6月30日止期間的未經審核簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）所頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」及GEM上市規則的適用披露規定編製。未經審核簡明綜合財務報表及其附註並無包含整套財務報表所需的全部資料且應與根據香港會計師公會頒佈的香港財務報告準則（「香港財務報告準則」）編製的截至2019年12月31日止年度綜合財務報表一併閱讀。未經審核簡明綜合財務報表已按歷史成本慣例編製。

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

### 2. BASIS OF PREPARATION (Cont'd)

The adoption of the New and Revised HKFRSs has had no significant effect on these unaudited condensed consolidated financial statements for the six months ended 30 June 2020 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the six months ended 30 June 2020.

The Group has not applied new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations on the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

The unaudited condensed consolidated financial statements for the six months ended 30 June 2020 have not been audited by the Company's independent auditors, but have been reviewed by the audit committee (the "Audit Committee") of the Company.

The unaudited condensed consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company. All values are rounded to the nearest thousands except when otherwise indicated.

### 2. 編製基準(續)

採納新訂及經修訂香港財務報告準則對截至2020年6月30日止六個月的該等未經審核簡明綜合財務報表並無任何重大影響，且截至2020年6月30日止六個月的該等未經審核簡明綜合財務報表所應用的會計政策概無任何重大變動。

本集團並無應用已頒佈但尚未生效的新訂及經修訂準則、修訂本或詮釋。本集團現時正在評估採納該等新訂及經修訂準則、修訂本或詮釋對本集團造成的影響，惟尚未能指出本集團的經營業績及財務狀況會否因此受到任何重大財務影響。

截至2020年6月30日止六個月的未經審核簡明綜合財務報表並未經本公司獨立核數師審核，惟已由本公司審核委員會（「審核委員會」）審閱。

未經審核簡明綜合財務報表以港元（「港元」）呈列，港元亦為本公司功能貨幣。除另有註明者外，所有數值均約整至最接近之千位數。

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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 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2020	2019	2020	2019
		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)
Revenue recognised over time	時間段內確認的收入				
Catering services	餐飲服務	38,195	47,177	83,710	102,806
Sponsorship income	贊助收入	-	200	-	400
Membership fee income	會費收入	67	133	181	252
		38,262	47,510	83,891	103,458

(b) Segmental information

The Group's revenue 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 executive directors of the Company) 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) 分部資料

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(即本公司的執行董事)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。

(c) Geographical information

The Group's operations were located in Hong Kong during the six months ended 30 June 2020 and 2019.

(c) 地區資料

截至2020年及2019年6月30日止六個月，本集團的營運位於香港。

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4. OTHER INCOME

4. 其他收入

		Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2020	2019	2020	2019
		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	75	35	88	86
Interest income on rental deposit	租金按金利息收入	–	225	–	225
Credit card commission rebate	信用卡佣金回贈	–	2	2	7
Consignment income of wines and cigars	葡萄酒及雪茄寄售收入	–	5	2	52
Event service income	活動服務收入	–	119	24	392
Restaurant consultancy service income	餐廳顧問服務收入	–	631	–	942
Food licence holder subsidy scheme	食物許可證持有人 補貼計劃	1,245	–	2,645	–
Government subsidy for employment subsidy scheme	保就業補貼計劃的 政府補貼	2,840	–	2,840	–
License fee income	許可費收入	–	54	–	114
Others	其他	514	–	514	61
		4,674	1,071	6,115	1,879

5. OTHER LOSSES

5. 其他虧損

		Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2020	2019	2020	2019
		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 loss	匯兌虧損淨額	–	(2)	–	(1)
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備的虧損	–	(54)	–	(54)
Others	其他	(20)	–	–	–
		(20)	(56)	–	(55)



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6. OTHER OPERATING EXPENSES

6. 其他經營開支

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2020	2019	2020	2019
		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)
Audit fee	審計費用	192	280	382	610
Bank charges	銀行收費	36	62	164	123
Business and license fee	業務及許可費	41	71	87	119
Carriage and freight	運輸及貨運	4	87	144	152
Cleaning and laundry expenses	清潔及洗衣開支	790	1,076	1,747	2,187
Consultancy fee	顧問費	43	692	50	860
Decoration	裝修	80	199	208	372
Operating supplies	經營用品	806	1,047	1,586	1,917
Credit card commission	信用卡佣金	796	872	1,624	1,845
Event expense	活動開支	28	106	81	173
Insurance	保險	312	194	497	354
Legal and professional fee	法律及專業費用	594	1,000	1,179	1,605
Machine rental	機械租金	72	65	146	126
Recruitment costs	招聘成本	17	158	39	173
Repair and maintenance	維修及保養	1,076	757	1,502	1,366
Samples/food tasting	樣品/食品試吃	11	264	17	273
Stationery and office supplies	文具及辦公用品	231	82	318	166
Travelling expenses	差旅開支	62	180	116	442
Other expenses	其他開支	152	484	361	790
		5,343	7,676	10,248	13,653

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7. LOSS BEFORE TAXATION

7. 除稅前虧損

		Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2020	2019	2020	2019
		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 before taxation has been arrived at after charging:	除稅前虧損已扣除下列各項：				
Depreciation of Property, plant and equipment	物業、廠房及設備折舊	2,929	2,278	6,242	4,809
Depreciation of right-of-use assets	使用權資產折舊	5,379	6,222	10,953	12,503
Staff costs (including directors' remuneration)	員工成本(包括董事薪酬)	17,495	21,876	40,590	43,872
Lease payments under operating leases in respect of land and buildings:	根據經營租賃就土地及樓宇的租賃付款：				
Short-term lease	短期租賃	-	315	-	630
Variable lease payments	可變租賃付款	(2,848)	773	2,235	2,078

8. INCOME TAX EXPENSE

8. 所得稅開支

The amounts of taxation charged to profit and loss represent:

自損益扣除的稅項金額指：

		Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2020	2019	2020	2019
		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	92	-	165	146
Deferred tax	遞延稅項	-	177	-	202
		92	177	165	348

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8. INCOME TAX EXPENSE (Cont'd)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

9. DIVIDENDS

The Board does not recommend the payment of any dividend for the six months ended 30 June 2020 (six months ended 30 June 2019: nil).

10. LOSS PER SHARE

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

8. 所得稅開支(續)

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「草案」)，其引入兩級制利得稅率制度。該草案於2018年3月28日簽署成為法律且於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體的首2百萬港元溢利將以8.25%的稅率徵稅，而超過2百萬港元之溢利將以16.5%的稅率徵稅。不符合利得稅兩級制之香港集團實體之溢利將繼續按16.5%的統一稅率課稅。

9. 股息

董事會不建議就截至2020年6月30日止六個月派付任何股息(截至2019年6月30日止六個月：無)。

10. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按以下數據計算：

		Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2020	2019	2020	2019
		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間虧損(千港元)	(1,652)	(8,578)	(14,111)	(9,924)
Weighted average number of ordinary Shares in issue ('000)	已發行普通股加權平均數(千股)	860,000	860,000	860,000	860,000

Diluted loss per share is same as basic loss per share for both periods as there was no potential ordinary share outstanding.

由於並無潛在已發行的普通股，故該兩個期間的每股攤薄虧損與每股基本虧損相若。

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11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2020, additions in property, plant and equipment amounted to HK\$1,183,000 (six months ended 30 June 2019: HK\$10,071,000).

11. 物業、廠房及設備

於截至2020年6月30日止六個月，物業、廠房及設備添置為1,183,000港元(截至2019年6月30日止六個月：10,071,000港元)。

12. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

12. 貿易及其他應收款項、按金及預付款項

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Trade receivables from restaurant operations	來自餐廳經營的貿易應收款項	3,139	2,804
Rental deposits	租金按金	6,099	4,279
Other deposits	其他按金	6,659	3,956
Other receivables	其他應收款項	3,795	3,551
Prepayment and others	預付款項及其他	1,415	1,900
Total trade and other receivables, deposits and prepayments	貿易及其他應收款項、按金及預付款項總額	21,107	16,490

Usually, there is no credit period for the restaurant operation except for certain customers in which credit period ranging from 4 to 30 days is granted by the Group. The Group's trading terms with its customers are mainly by cash or credit card settlement. The settlement terms with credit card companies are usually within 7 days after the billing date which is also the service rendered date.

通常，餐廳經營並無信貸期，惟本集團授出4至30天信貸期的若干客戶除外。本集團與其客戶的貿易條款主要以現金或信用卡結算。與信用卡公司的結算期通常為發單日期(亦為提供服務日期)後7日內。

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12. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Cont'd)

The following is an ageing analysis of trade receivables from restaurant operations presented based on the invoice date, which approximated the service rendered date, at the end of the reporting period.

		30 June 2020 2020年6月30日	31 December 2019 2019年12月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
0 to 30 days	0至30日	1,686	2,502
31 to 60 days	31至60日	190	101
61 to 90 days	61至90日	132	7
Over 90 days	超過90日	1,131	194
		<b>3,139</b>	<b>2,804</b>

12. 貿易及其他應收款項、按金及預付款項(續)

以下為於報告期末按發票日期(與提供服務日期相若)呈列的來自餐廳經營的貿易應收款項賬齡分析。

13. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES

The credit period on purchases of goods is 30 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

		30 June 2020 2020年6月30日	31 December 2019 2019年12月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Trade payables (Note)	貿易應付款項(附註)	13,482	15,721
Accrued staff related costs	應計員工相關成本	1,516	3,227
Other payables and other accrued charges	其他應付款項及其他應計費用	31,216	20,205
		<b>46,214</b>	<b>39,153</b>

13. 貿易及其他應付款項及應計費用

購買貨品的信貸期為30日。於報告期末，按發票日期呈列的貿易應付款項賬齡分析如下：

Note: The credit period on purchases of goods is 30 days.

附註：購買貨品的信貸期為30日。

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13. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES (Cont'd)

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

		30 June 2020 2020年6月30日	31 December 2019 2019年12月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
0 to 30 days	0至30日	5,096	6,585
31 to 60 days	31至60日	2,860	5,423
61 to 90 days	61至90日	782	2,924
Over 90 days	超過90日	4,744	789
		13,482	15,721

13. 貿易及其他應付款項及應計費用 (續)

於報告期末，按發票日期呈列的貿易應付款項賬齡分析如下：

14. SHARE CAPITAL

The detailed movements of the Company's share capital are set out below.

14. 股本

本公司股本的變動詳情載列如下。

		Number of Shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.01 each	每股0.01港元的普通股		
At 1 January 2019, 31 December 2019, 1 January 2020 and 30 June 2020	於2019年1月1日、2019年12 月31日、2020年1月1日及 2020年6月30日	5,000,000	50,000
<b>Issued and fully paid:</b>	<b>已發行及悉數繳足：</b>		
Ordinary shares of HK\$0.01 each	每股0.01港元的普通股		
At 1 January 2019, 31 December 2019, 1 January 2020 and 30 June 2020	於2019年1月1日、2019年12 月31日、2020年1月1日及 2020年6月30日	860,000	8,600

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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15. RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the periods.

		Six months ended 30 June 截至6月30日止六個月	
		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Catering income from Ms. PY Wong	從黃佩茵女士所得餐飲收入	72	137
Purchases of goods from Cigarro Limited	向Cigarro Limited購買貨品	11	20
Restaurant consultancy service income from an associate	從一間聯營公司所得餐廳顧問服務收入	N/A 不適用	330
Rental expenses to companies with 50% owned by Ms. PY Wong	向黃佩茵女士擁有50%的公司支付租金開支	450	450

15. 關聯方交易

除綜合財務報表其他章節所披露者外，於各期間內，本集團與其關聯方進行以下交易。

16. EVENTS AFTER THE REPORTING PERIOD

In July 2020, the Hong Kong Government announced that the measures of limiting the number of persons allowed in group gatherings to two people and banning restaurant dining-in services between 6 p.m. and 5 a.m. will be extended in light of the third wave of the novel coronavirus disease ("COVID-19") in Hong Kong. Such precautionary and control measures and poor consumer sentiment amid the epidemic have caused disruption to the Group's restaurant operations. It is expected that the COVID-19 outbreak will continue to impact the Group's business in the third quarter of 2020.

The Group will continue to monitor the developments of COVID-19 closely, assess and react actively to its impacts on its restaurants operations and the financial position and operating results of the Group.

16. 報告期後事項

於2020年7月，香港政府宣佈，將根據香港第三波新型冠状病毒病（「COVID-19」）延長群組聚集人數限制為兩人及下午6時起至翌日早上5時餐廳不得提供堂食餐飲服務的措施。該等防控措施及疫情期間的消費者情緒欠佳已導致本集團的餐廳營運受到干擾。預期COVID-19爆發將持續於2020年第三季度影響本集團業務。

本集團將繼續密切監測COVID-19的進展、評估其對本集團餐廳營運以及財務狀況及經營業績的影響並作出積極應對。

## 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 six months ended 30 June 2020, the Group was principally engaged in operating restaurants and providing membership services for the Group's restaurants in Hong Kong. The Group's restaurants served two categories of cuisines during the six months ended 30 June 2020. 208 Duecento Otto, 22 Ships, Ham & Sherry, Commissary, Mono and Louise are classified as European restaurants. Duddell's, Chachawan, Meen & Rice, Mak Mak, Old Bailey and Behind Bars are classified as Asian restaurants.

The Group suspended the operations of four restaurants, namely "22 Ships", "Ham & Sherry", "Old Bailey" and "Behind Bars" in March and April 2020, respectively. In June 2020, the spread of COVID-19 showed signs of stabilisation in Hong Kong. The Group reopened 22 Ships which features fresh interior with a focus on authentic Spanish tapas. The Group has also repositioned two restaurants: Ham & Sherry's space in the same neighbourhood will reopen as "Bibi and Baba" with a re-designed space and South-east Asian food concept; Old Bailey at Tai Kwun was transformed into a specialty coffee/cafe restaurant with new branding and updated furnishing. Ando, previously named "REN", is located in the heart of Central, and was opened in July 2020 featuring fine European cuisine under the helm of chef Agustin Balbi. Besides, "Commissary", the Group's another restaurant located in Admiralty, was closed in April 2020.

During the six months ended 30 June 2020, the spread of COVID-19 since January 2020 added difficulties to the already weakened Hong Kong consumption market. Regulatory restrictions were imposed to enhance social distancing, some of which were specific to the catering business, including but not limited to a the lowering of the maximum visitors capacity of restaurants. The general public has also adopted cautious responses by minimising social gatherings and limiting meals away from home. As a result, the number of customer visits to our restaurants decreased during the reporting period.

#### 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2020年6月30日止六個月，本集團主要從事於香港經營餐廳及為我們的餐廳提供會籍服務。截至2020年6月30日止六個月，本集團的餐廳提供兩類菜式。208 Duecento Otto、22 Ships、Ham & Sherry、Commissary、Mono及Louise分類為歐洲餐廳。都爹利會館、Chachawan、粥粉麵飯、Mak Mak、Old Bailey及Behind Bars分類為亞洲餐廳。

本集團分別於2020年3月及4月暫停四間餐廳（即「22 Ships」、「Ham & Sherry」、「Old Bailey」及「Behind Bars」）的營運。於2020年6月，香港COVID-19疫情擴散情況已呈穩定跡象。本集團重開了以嶄新之室內設計為特色，主打正宗西班牙小吃的22 Ships。本集團亦已對兩間餐廳進行重新定位：位於同一地區之Ham & Sherry將重新開業並改名為「Bibi and Baba」，餐廳經重新裝修，並打造東南亞餐飲概念；位於大館之Old Bailey轉型為特色咖啡餐廳，配合全新裝修打造嶄新品牌形象。位處中環核心地段之Ando（前稱「REN」）於2020年7月開業，由主廚Agustin Balbi主理，並提供高端歐洲美食。此外，本集團位於金鐘的另一間餐廳「Commissary」已於2020年4月關閉。

於截至2020年6月30日止六個月，自2020年1月起COVID-19疫情擴散令香港本已疲弱的消費市場雪上加霜。施加社交距離監管限制，部分措施專為餐飲業務而制訂，包括但不限於減少餐廳顧客人數上限。普羅大眾亦已作出審慎反應，盡量減少社交聚會及避免外出用膳。因此，我們餐廳的顧客人數於報告期間有所減少。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The Board will continue to monitor the development of the COVID-19 outbreak and the relevant government measures, and assess the impact on the economy and the Group's business. The Group has adopted the following measures to help maintain the Group's competitiveness to weather the challenges:

- (i) reviewing the performance of exiting restaurants and adjusting the strategies to be adopted in relation individual restaurants. For instance, the Group may suspend the operations of some of its restaurants and to explore new concepts, the Group will also consider closing underperformed restaurants to cut loss;
- (ii) imposing more stringent cost control measures such as reducing operating hours and offering no-pay leave to its employees, or suggesting employees take annual leave during that period;
- (iii) actively negotiating with landlords to explore the possibility of obtaining rental concessions and suppliers for purchase discounts; and
- (iv) developing and promoting "JIA Everywhere", our own home delivery services, to cater for the need of customers who prefer to dine at home amid the threat of COVID-19.

董事會將繼續監測 COVID-19 爆發的進展及相關政府措施，並評估對經濟及本集團業務的影響。本集團已採取以下措施，有助於保持本集團的競爭力以應對挑戰：

- (i) 審核現有餐廳的表現及調整將就各餐廳採納的策略。例如，本集團可能會暫停其若干餐廳的營運並探索新理念；本集團亦將考慮關閉表現欠佳的餐廳以減少虧損；
- (ii) 實行更嚴格的成本控制措施，如減少營運時數及向其僱員提供無薪假期或建議僱員於該期間休年假；
- (iii) 積極與業主進行磋商，以探討獲得租金寬免的可能性，並與供應商磋商以獲得採購折扣；及
- (iv) 發展及推廣我們自有的送餐上門服務「JIA Everywhere」，以迎合在 COVID-19 的威脅下選擇在家就餐的客戶的需求。

# 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 six months ended 30 June 2020 with the comparative figures for the six months ended 30 June 2019:

### 財務回顧

#### 收入

下表載列本集團分別於截至2020年6月30日止六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2019年6月30日止六個月的比較數字：

		Six months ended 30 June 截至6月30日止六個月			2019	
		2020	% of	2019	% of	
		Revenue	total revenue	Revenue	total revenue	
			佔收入總額		佔收入總額	
		收入	的百分比	收入	的百分比	
Notes		HK\$'000	%	HK\$'000	%	
附註		千港元	%	千港元	%	
Europe	歐洲	40,112	47.8%	37,609	36.4%	
Asian	亞洲	43,779	52.2%	65,849	63.6%	
Total	總計	83,891	100.0%	103,458	100.0%	

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

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

Note 2: Duddell's, Chachawan, Meen & Rice, Mak Mak, Old Bailey and Behind Bars are classified as Asian restaurants.

附註2：都參利會館、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

During the six months ended 30 June 2020, the Group's total revenue amounted to approximately HK\$83.9 million (six months ended 30 June 2019: HK\$103.5 million). The Group recognised a decrease of total revenue by approximately HK\$19.6 million or approximately 18.9% for the period from 30 June 2019 to 30 June 2020, which was mainly due to the COVID-19 outbreak and the anti-epidemic measures implemented which had reduced the number of customers visiting our restaurants.

### Loss attributable to owners of the Company

As a result of the foregoing, loss attributable to owners of the Company was approximately HK\$14.1 million for the six months ended 30 June 2020 representing an increase in loss of approximately HK\$4.2 million as compared with a loss of approximately HK\$9.9 million for the six months ended 30 June 2019.

The increase in loss attributable to owners of the Company was primarily attributable to the weak revenue performance which was significantly impacted by the outbreak of COVID-19 since January 2020, which outweighed the decrease in the operating cost of our food and beverage business, comprising mainly the cost of raw materials and consumables used, staff costs and other operating expenses as a result of our cost control and the close down of certain underperformed restaurants.

於截至2020年6月30日止六個月，本集團的收入總額約為83.9百萬港元(截至2019年6月30日止六個月：103.5百萬港元)。本集團確認收入總額由2019年6月30日至2020年6月30日期間減少約19.6百萬港元或約18.9%，此乃主要因為COVID-19爆發及當局執行的防疫措施令光顧我們餐廳的顧客人數減少。

### 本公司擁有人應佔虧損

由於上文所述，截至2020年6月30日止六個月本公司擁有人應佔虧損約為14.1百萬港元，較截至2019年6月30日止六個月的虧損約9.9百萬港元增加約4.2百萬港元虧損。

本公司擁有人應佔虧損增加乃主要由於收入表現疲弱，此乃受到自2020年1月起爆發的COVID-19的重大影響，其超過了我們實行成本控制及關閉若干表現欠佳的餐廳而令餐飲業務營運成本(主要包括所用原材料及耗材成本、員工成本及其他經營開支)減少的幅度。

## 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\$39.2 million as at 30 June 2020 (31 December 2019: HK\$39.7 million).

As at 30 June 2020, the Group's current ratio was approximately 0.5 (31 December 2019: 0.5). The Group's gearing ratio, which is calculated by dividing the total debt (excluding trade nature balances, tax balances and provision) at the end of the period divided by total equity at the end of the period, was approximately 524.8% (31 December 2019: 237.6%). The increase was mainly due to the Group's drawing-down of a bank loan amounted to HK\$10 million and the loan from Ms. PY Wong amounted to HK\$5 million which is unsecured, interest free and repayable within one year.

As at 30 June 2020, the maximum limit of the banking facilities available to the Group amounted to HK\$32 million and had been fully utilised. The bank borrowings were denominated in Hong Kong dollars, repayable by instalments or on demand and interest-bearing at floating rates of 3.09% to 5.19% per annum (31 December 2019: 4.59% to 5.19% per annum).

As at 30 June 2020, the capital structure of the Group consisted of equity attributable to owners of the Company of HK\$12.5 million, comprising issued share capital and reserves.

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

There has been no change in the capital structure of the Group during the period under review.

#### 流動資金及資本來源

##### 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2020年6月30日錄得流動負債淨額約39.2百萬港元(2019年12月31日：39.7百萬港元)。

於2020年6月30日，本集團的流動比率約為0.5(2019年12月31日：0.5)。本集團的資產負債比率(按期末債務總額(不包括貿易性質結餘、稅項結餘及撥備)除以期末權益總額計算)約為524.8%(2019年12月31日：237.6%)。該增加主要是由於本集團提取銀行貸款10百萬港元及黃佩茵女士提供的5百萬港元貸款(無抵押、免息及須於一年內償還)。

於2020年6月30日，可供本集團動用的銀行融資的最高限額為32百萬港元且已悉數動用。銀行借款以港元計值，分期或應要求償還，按浮動利率年息3.09%至5.19%計息(2019年12月31日：年息4.59%至5.19%)。

於2020年6月30日，本集團的股本架構包括本公司擁有人應佔權益12.5百萬港元，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，本集團自本報告日期起擁有足夠營運資金。

於回顧期間，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 six months ended 30 June 2020.

### TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the six months ended 30 June 2020. 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

In June 2020, Big Team Ventures Limited ("Big Team"), a direct wholly-owned subsidiary of the Company, and an independent third party and the chef of "Louise", a restaurant operated by Profit Holder Limited ("Profit Holder"), a subsidiary of the Group, entered into the sale and purchase agreement pursuant to which Big Team agreed to sell, and the independent third party and the chef agreed to acquire, 10% and 20% of the issued shares of Profit Holder, respectively.

Save as disclosed above, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies during the period under review.

### CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2020, the Group had contracted but not provided for capital commitment of HK\$4.2 million representing property, plant and equipment in respect of the renovation of Louise, Duddell's Airport, Mono, Audo and Bibi and Baba (31 December 2019: HK\$4.0 million).

As at 30 June 2020, the Group did not have any material contingent liabilities (31 December 2019: 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2020年6月30日止六個月，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2020年6月30日止六個月整段期間保持了健康的流動資金狀況。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

於2020年6月，本公司直接全資附屬公司Big Team Ventures Limited(「Big Team」)與獨立第三方及「Louise」(由本集團附屬公司盈控有限公司(「盈控」)經營的一間餐廳)的主廚訂立買賣協議，據此，Big Team同意出售，而獨立第三方及主廚同意分別收購盈控已發行股份的10%及20%。

除上文所披露者外，於回顧期間，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2020年6月30日，本集團就Louise、都爹利機場、Mono、Ando及Bibi and Baba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4.2百萬港元(2019年12月31日：4.0百萬港元)。

於2020年6月30日，本集團並無任何重大或然負債(2019年12月31日：無)。

## OTHER INFORMATION

### 其他資料

#### BREACH OF LOAN AGREEMENTS

In respect of the Group's bank borrowings in an aggregate amount of HK\$11,762,000 as at 30 June 2020, the Group is required to comply with, among others, the covenant that restricts the Group to maintain certain financial ratio (the "Loan Covenant"). If the Group fails to perform or comply with such covenant, the lender may demand repayment at any time at its own discretion. The Directors became aware that the Group has technically breached the Loan Covenant as the Group has failed to fulfill certain financial criteria in which the calculation is based on the Group's financial information set out in these financial statements.

The Group has been communicating with the banks to resolve the breach of the aforesaid bank covenants in order to maintain the existing banking loan facilities. As of the approval date of these financial statements, the lenders have not made any demand for immediate loan repayment.

#### DIVIDEND

The Board does not recommend the payment of a dividend for the six months ended 30 June 2020 (six months ended 30 June 2019: nil).

#### PLEDGE OF ASSETS

As at 30 June 2020, the Group has pledged short-term bank deposits in the amount of HK\$9.5 million as security for the Group's banking facilities (31 December 2019: 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 pursuant to the Prospectus 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.

As at 30 June 2020, the net proceeds had been fully utilised.

For details, please refer to the Company's annual report for the year ended 31 December 2019 for the breakdown of the use of proceeds.

#### 違反貸款協議

就本集團於2020年6月30日的銀行借款總額11,762,000港元而言，本集團須遵守(其中包括)限制本集團維持一定的融資比率的契約(「貸款契約」)。倘本集團未能履行或遵守該契約，放款人可自行決定隨時要求還款。董事獲悉由於本集團未能滿足若干財務標準(其乃按該等財務報表所載本集團的財務資料計算)，本集團已於技術上違反貸款契約。

本集團持續與銀行進行溝通，以解決為維持現有銀行貸款融資而違反上述銀行契約的情況。截至該等財務報表批准日期，放款人尚未作出即時償還貸款的任何要求。

#### 股息

董事會不建議就截至2020年6月30日止六個月派付任何股息(截至2019年6月30日止六個月：無)。

#### 資產抵押

於2020年6月30日，本集團已抵押短期銀行存款950萬港元(2019年12月31日：450萬港元)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，故根據招股章程，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。

於2020年6月30日，所得款項淨額已全部動用。

有關所得款項用途明細的詳情，請參閱本公司截至2019年12月31日止年度的年報。

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2020, the Group employed a total of 345 employees (31 December 2019: 364) including the executive Directors. For the six months ended 30 June 2020, total staff costs amounted to approximately HK40.6 million (30 June 2019: approximately HK\$43.9 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.

## INTERESTS OF THE COMPLIANCE ADVISER

As at 30 June 2020, 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.

## 僱員及薪酬政策

於2020年6月30日，本集團共僱用345名僱員（2019年12月31日：364名），其中包括執行董事。截至2020年6月30日止六個月，員工成本總額約為40.6百萬港元（2019年6月30日：約43.9百萬港元）。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。

## 合規顧問的權益

於2020年6月30日，根據GEM上市規則第6A.32條，本公司合規顧問創陞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發予董事。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達致決策的充分詳情，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其任何緊密聯繫人（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彼等可作出知情決定。

## OTHER INFORMATION

### 其他資料

#### 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 six months ended 30 June 2020 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.

#### 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。審核委員會的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2020年6月30日止六個月的未經審核簡明綜合業績及內部控制程序的有效性。

#### 購買、出售或贖回本公司上市證券

董事確認，於回顧期間，本公司概無購買、出售或贖回上市證券。



**DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS**

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.

**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 had complied with such required standard of dealings and its code of conduct regarding directors' securities transactions during the period under review.

**董事及控股股東於競爭業務中的權益**

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)於回顧期間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。

**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作守則。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已遵守上述交易規定標準及有關董事進行證券交易的操作守則。

## OTHER INFORMATION

### 其他資料

#### 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 June 2020, 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 of the Company

Name of Directors 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 Yin (Note 1) 黃佩茵女士(附註1)	Interest in a controlled corporation 受控制法團權益	409,670,000	47.64%
Ms. Wong Pui Yin 黃佩茵女士	Beneficial owner 實益擁有人	66,816,000	7.77%
Ms. Wong Pui Yin 黃佩茵女士	Interest of spouse 配偶權益	2,880,000	0.33%
Mr. Wee Keng Hiong, Tony (Note 2) Wee Keng Hiong, Tony先生(附註2)	Beneficial owner 實益擁有人	1,000,000	0.12%

Notes:

- Ms. Wong Pui Yin beneficially owns the entire issued share capital of Giant Mind International Limited ("Giant Mind"). Therefore, Ms. Wong Pui Yin is deemed or taken to have an interest or short position in all the Shares held by Giant Mind for the purpose of the SFO.
- 1,000,000 Shares were held by Mr. Wee Keng Hiong, Tony in his personal capacity.

#### 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2020年6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，(i)擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例第XV部第7及8分部被當作或視為由董事及本公司最高行政人員擁有的權益及淡倉)，(ii)擁有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如下：

(i) 於本公司股份及相關股份的好倉

附註：

- 黃佩茵女士實益擁有Giant Mind International Limited(「Giant Mind」)的全部已發行股本。因此，就證券及期貨條例而言，黃佩茵女士被視作或被當作於Giant Mind持有的全部股份中擁有權益或淡倉。
- Wee Keng Hiong, Tony先生以其個人身份持有1,000,000股股份。

## OTHER INFORMATION 其他資料

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

(ii) 於本公司相聯法團股份及相關股份的好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity 身份	Number of shares 股份數目	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) 1,000(附註)	100% 100%

Note:

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

附註：

Giant Mind持有本公司已發行股份的47.64%。

Save as disclosed above, as at 30 June 2020, 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2020年6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，擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例第XV部第7及8分部被當作或視為由董事或本公司最高行政人員擁有的權益及／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。

## OTHER INFORMATION

### 其他資料

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

As at 30 June 2020, 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 provision of Divisions 2 and 3 Part XV of the SFO:

(i) Long positions in Shares

Name of shareholders	Capacity/Nature of interest	Number of Shares held/Interested	Percentage of Shareholding
股東姓名／名稱	身份／權益性質	所持／擁有權益股份數目	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%
	Beneficial owner 實益擁有人	2,880,000	0.33%
Giant Mind 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 interested or deemed to be interested under the SFO.

Save as disclosed above, as at 30 June 2020, the Directors have 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 provision 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2020年6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入本公司根據證券及期貨條例第336條須備存的登記冊內或根據證券及期貨條例第XV部第2及3分部條文須予披露的權益或淡倉：

(i) 於股份的好倉

Number of Shares held/Interested	Percentage of Shareholding
所持／擁有權益股份數目	持股百分比

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)被視為於黃佩茵女士根據證券及期貨條例擁有權益或被視為擁有權益的該等476,486,000股股份中擁有權益。

除上文所披露者外，於2020年6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記入根據證券及期貨條例第336條須備存的登記冊內或根據證券及期貨條例第XV部第2及3分部條文須予披露的權益或淡倉。

### SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme (the "Scheme") on 23 January 2018. 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 June 2020.

### 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.

### 購股權計劃

本公司於2018年1月23日有條件地採納購股權計劃(「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2020年6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](http://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 its business plans 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, 11 August 2020

#### 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](http://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

本集團將按照其業務計劃，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，2020年8月11日