



JIA GROUP HOLDINGS LIMITED

佳民集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 8519

INTERIM REPORT 2021

中期報告

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

Mr. YEUNG Tsz Kit Alban (*FCG, FCS & FCPA Australia*)

COMPANY SECRETARY

Mr. YEUNG Tsz Kit Alban (*FCG, FCS & FCPA 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

楊子傑先生(*FCG, FCS及FCPA Australia*)

公司秘書

楊子傑先生(*FCG, FCS及FCPA Australia*)

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 Ulric

AUDITOR

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

LEGAL ADVISER AS TO HONG KONG LAW

Charltons
12th floor, Dominion Centre
43-59 Queen's Road East
Hong Kong

PRINCIPAL BANKER

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

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Windward 3, Regatta Office Park
P.O. Box 1350
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

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

有關香港法律的法律顧問

易周律師行
香港
皇后大道東43-59號
東美中心12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

開曼群島註冊辦事處

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

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

CORPORATE INFORMATION

公司資料

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

開曼群島主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
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

本公司網址

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		
		2021	2020	Change
			(re-presented) (經重列)	變動
		HK\$'000 千港元	HK\$'000 千港元	
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	
Revenue	收入	98,873	83,710	15,163
Loss for the period	期內虧損	(6,467)	(13,998)	7,531
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	(6,571)	(14,111)	7,540
Loss per share (HK cents)	每股虧損(港仙)	(0.63)	(1.64)	1.01

- The Group recorded an unaudited revenue of approximately HK\$98.9 million for the six months ended 30 June 2021, representing an increase of approximately 18.1% as compared with that for the corresponding period in 2020.
 - The Group's unaudited loss for the period attributable to the owners of the Company was approximately HK\$6.6 million for the six months ended 30 June 2021, representing a decrease in loss of approximately HK\$7.5 million as compared with a loss of approximately HK\$14.1 million for the corresponding period in 2020.
 - The Board does not recommend the payment of dividend for the six months ended 30 June 2021 (2020: nil).
- 截至2021年6月30日止六個月，本集團錄得未經審核收入約98.9百萬港元，較2020年同期增加約18.1%。
 - 截至2021年6月30日止六個月，本集團的本公司擁有人應佔期內未經審核虧損約為6.6百萬港元，較2020年同期的虧損約14.1百萬港元減少約7.5百萬港元虧損。
 - 董事會不建議就截至2021年6月30日止六個月派付股息(2020年：無)。

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2021 截至2021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 2021 together with the comparative unaudited figures for the corresponding periods in 2020, as follows:

本公司董事會(「董事會」)欣然宣佈本集團截至2021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2020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 2021

截至2021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	
			2021 2021 (Unaudited) (未經審核)	2020 2020 (re-presented) (經重列) (Unaudited) (未經審核)	2021 2021 (Unaudited) (未經審核)	2020 2020 (re-presented) (經重列) (Unaudited) (未經審核)
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收入	3	55,263	38,195	98,873	83,710
Other income	其他收入	4	1,901	4,741	3,565	6,296
Other losses/(gain)	其他虧損/(收益)		-	(20)	2	-
Raw materials and consumables used	所用原材料及耗材		(14,957)	(10,314)	(27,350)	(21,715)
Staff costs	員工成本		(21,085)	(17,495)	(40,854)	(40,590)
Depreciation	折舊		(7,129)	(8,308)	(14,857)	(17,195)
Property rentals and related expenses	物業租金及相關開支		(1,775)	1,224	(3,685)	(6,033)
Utility expenses	日常開支		(1,361)	(1,468)	(2,604)	(3,335)
Advertising and promotion expenses	廣告及推廣開支		(1,922)	(2,104)	(3,739)	(3,587)
Other operating expenses	其他經營開支	5	(7,456)	(5,343)	(14,374)	(10,248)
Finance costs	融資成本		(607)	(555)	(1,321)	(1,136)
Profit/(Loss) before taxation	除稅前溢利/(虧損)	6	872	(1,447)	(6,344)	(13,833)
Income tax expense	所得稅開支	7	(106)	(92)	(123)	(165)
Profit/(Loss) and total comprehensive expense for the period	期內溢利/(虧損)及全面開支總額		766	(1,539)	(6,467)	(13,998)
Profit/(Loss) and total comprehensive expense for the period attributable to:	以下人士應佔期內溢利/(虧損)及全面開支總額：					
- Owners of the Company	- 本公司擁有人		297	(1,652)	(6,571)	(14,111)
- Non-controlling interests	- 非控股權益		469	113	104	113
			766	(1,539)	(6,467)	(13,998)
Earning/(Loss) per share	每股盈利/(虧損)					
Basic and diluted (HK cents)	基本及攤薄(港仙)	9	0.03	(0.19)	(0.63)	(1.64)

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

As at 30 June 2021
於2021年6月30日

			30 June 6月30日 2021 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2020 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	28,144	30,592
Right-of-use assets	使用權資產		32,862	43,868
Investment in an associate	於聯營公司的投資		—	—
Deferred tax assets	遞延稅項資產		3,841	3,841
Deposits	按金		20,316	16,685
Pledged bank deposits	已抵押銀行存款		5,000	5,000
			90,163	99,986
Current assets	流動資產			
Inventories	存貨		4,661	4,956
Trade and other receivables, deposits and prepayments	貿易及其他應收款項、按金及預付款項	11	9,893	10,429
Amount due from related companies	應收關聯公司款項		745	381
Amount due from a controlling shareholder	應收控股股東款項		633	288
Amount due from an associate	應收聯營公司款項		624	862
Tax recoverable	可收回稅項		133	1,211
Pledged bank deposit	已抵押銀行存款		4,500	4,500
Bank balances and cash	銀行結餘及現金		31,303	15,443
			52,492	38,070

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

As at 30 June 2021
於2021年6月30日

			30 June 6月30日 2021 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2020 HK\$'000 千港元 (Audited) (經審核)
Current liabilities	流動負債			
Trade and other payables and accrued charges	貿易及其他應付款項及應計費用	12	38,181	42,094
Contract liabilities	合約負債		3,600	2,899
Amounts due to related companies	應付關聯公司款項		1,122	853
Bank borrowings	銀行借款		13,144	15,191
Lease liabilities	租賃負債		19,794	22,905
Tax payable	應付稅項		294	132
			76,135	84,074
Net current liabilities	流動負債淨額		(23,643)	(46,004)
Total assets less current liabilities	總資產減流動負債		66,520	53,982
Non-current liabilities	非流動負債			
Provision	撥備		3,510	3,510
Amounts due to non-controlling shareholders	應付非控股股東款項	13	9,000	—
Deferred tax liabilities	遞延稅項負債		349	349
Lease liabilities	租賃負債		18,649	26,585
			31,508	30,444
Net assets	資產淨值		35,012	23,538
Capital and reserves	資本及儲備			
Share capital	股本	14	11,662	10,319
Reserves	儲備		23,660	14,719
Equity attributable to owners of the Company	本公司擁有人應佔權益		35,322	25,038
Non-controlling interests	非控股權益		(310)	(1,500)
Total equity	權益總額		35,012	23,538

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 2021
截至2021年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔				Non-		
		Share capital 股本	Share premium 股份溢價	Other reserve 其他儲備	Accumulated losses 累計虧損	Total Total 總計	controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	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)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
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)
Disposal/deemed disposal of partial interest in subsidiaries without loss of control	出售/視為出售於附屬公司之 部分權益而並無失去控制權				(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
At 1 January 2021	於2021年1月1日	10,319	85,265	10,326	(80,872)	25,038	(1,500)	23,538
Issue of shares (Note a)	發行股份(附註a)	1,343	16,205	-	-	17,548	-	17,548
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	-	-	-	(6,571)	(6,571)	104	(6,467)
Disposal/deemed disposal of partial interest in subsidiaries without loss of control	出售/視為出售於附屬公司之 部分權益而並無失去控制權	-	-	-	(693)	(693)	1,086	393
At 30 June 2021	於2021年6月30日	11,662	101,470	10,326	(88,136)	35,322	(310)	35,012

Note:

附註：

(a) On 18 June 2021, 134,280,000 new ordinary shares of the Company of HK\$0.01 each were issued by placing at price of HK\$0.135 per share.

(a) 於2021年6月18日，本公司透過配售按每股0.135港元的價格發行每股面值0.01港元的134,280,000股新普通股。

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 2021
截至2021年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2021 HK\$'000 千港元 (Unaudited) (未經審核)	2020 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash from operating activities	經營活動所得現金淨額	3,594	10,828
Net cash used in investing activities	投資活動所用現金淨額	(3,062)	(5,997)
Net cash generated from financing activities	融資活動所得現金淨額	15,328	2,045
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	15,860	6,876
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	15,443	8,142
Cash and cash equivalents at end of the period	期末現金及現金等價物	31,303	15,018
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	31,303	15,018

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

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 Windward 3, Regatta Office Park, P.O. Box 1350, 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 in Hong Kong.

2. BASIS OF PREPARATION

The Group's unaudited condensed consolidated financial statements for the period ended 30 June 2021 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 2020, 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.

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Windward 3, Regatta Office Park, P.O. Box 1350, 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。

2. 編製基準

本集團截至2021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2020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 2021 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 2021.

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 2021 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2021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2021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2021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). The Group's revenue from external customers based on their nature are detailed below:

	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	
	2021 HK\$'000 千港元 (Unaudited) (未經審核)	2020 HK\$'000 千港元 (Unaudited) (未經審核)	2021 HK\$'000 千港元 (Unaudited) (未經審核)	2020 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				
– Fine dining – 高端餐飲	32,742	21,648	58,179	41,005
– Mid-market dining – 中端餐飲	7,921	4,798	13,714	12,654
– Specialty coffee – 精品咖啡	4,322	–	8,453	–
– Casual dining – 休閒餐飲	10,278	11,749	18,527	30,051
	55,263	38,195	98,873	83,710

(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.

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))。本集團基於客戶性質的來自外來客戶的收入詳述如下：

(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。

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3. REVENUE AND SEGMENTAL INFORMATION (Cont'd)

(b) Segmental information (Cont'd)

Due to the change of business environment, the management has modified the business segment information to be more specific for chief operating decision by reflecting the brand diversification purpose. The importance of such segmentation is that it makes it easier to focus on marketing efforts and resources on reaching the most valuable customers and achieving business goals. Such change will allow the Group to get to know the customers more clearly, comprehensively identify what is needed in the Group's market segment, and determine how the Group can best meet those needs with its products or services.

During the six months ended 30 June 2021, membership income amounted to approximately HK\$119,000 (30 June 2020: HK\$181,000), which has been reclassified as other income, in order to demonstrate the Group's catering services and to reflect the performance of the Group's principal activities more clearly.

(c) Geographical information

The Group's operations were located in Hong Kong during the six months ended 30 June 2021 and 2020.

3. 收入及分部資料(續)

(b) 分部資料(續)

由於營商環境改變，管理層已修改業務分部資料，通過反映品牌差異的方式使分部資料對主要經營決策而言更加具體。有關劃分十分重要，體現在將營銷工作及資源集中在發掘最具價值的客戶及達成業務目標會更加容易。該變更將使本集團更加清晰全面地了解客戶，發現本集團市場板塊的需求，進而決定本集團滿足其產品或服務需求的最佳方式。

截至2021年6月30日止六個月，會費收入約119,000港元(2020年6月30日：181,000港元)重新分類為其他收入，以反映本集團餐飲服務及更清晰地反映本集團主要業務的表現。

(c) 地區資料

截至2021年及2020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	
		2021	2020	2021	2020
		(re-presented) (經重列)		(re-presented) (經重列)	
		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)
Interest income on bank deposit	銀行存款利息收入	2	75	13	88
Membership income	會費收入	60	67	119	181
Credit card commission rebate	信用卡佣金回贈	–	–	–	2
Consignment income of wines and cigars	葡萄酒及雪茄寄售收入	5	–	23	2
Event service income	活動服務收入	–	–	–	24
Restaurant consultancy service income	餐廳顧問服務收入	165	–	330	–
Food licence holder subsidy scheme	食物許可證持有人 補貼計劃	1,250	1,245	2,650	2,645
Government subsidy for employment subsidy scheme	保就業補貼計劃的 政府補貼	–	2,840	–	2,840
Sponsorship income	贊助收入	320	–	320	–
Others	其他	99	514	110	514
		1,901	4,741	3,565	6,296

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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5. OTHER OPERATING EXPENSES

5. 其他經營開支

		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	
		2021	2020	2021	2020
		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	228	192	440	382
Bank charges	銀行收費	95	36	203	164
Business and license fee	業務及許可費	53	41	122	87
Carriage and freight	運輸及貨運	148	4	430	144
Cleaning and laundry expenses	清潔及洗衣開支	1,086	790	1,958	1,747
Consultancy fee	顧問費	628	43	1,201	50
Decoration	裝修	64	80	182	208
Operating supplies	經營用品	1,101	806	2,200	1,586
Credit card commission	信用卡佣金	1,279	796	2,296	1,624
Event expense	活動開支	9	28	9	81
Insurance	保險	137	312	304	497
Legal and professional fee	法律及專業費用	498	594	1,333	1,179
Machine rental	機械租金	185	72	378	146
Recruitment costs	招聘成本	21		21	39
Repair and maintenance	維修及保養	639	1,076	1,326	1,502
Samples/food tasting	樣品／食品試吃	45	11	161	17
Stationery and office supplies	文具及辦公用品	90	231	195	318
Travelling expenses	差旅開支	51	62	95	116
Penalty	罰款	885	-	885	-
Other expenses	其他開支	214	152	635	361
		7,456	5,343	14,374	10,248

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6. PROFIT/(LOSS) BEFORE TAXATION

6. 除稅前溢利／(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	
	2021	2020	2021	2020
	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)
Profit/(Loss) before taxation has been arrived at after charging:				
除稅前溢利／(虧損) 已扣除下列各項：				
Depreciation of property, plant and equipment	2,541	2,929	5,052	6,242
物業、廠房及設備折舊				
Depreciation of right-of-use assets	4,588	5,379	9,805	10,953
使用權資產折舊				
Staff costs (including directors' remuneration)	21,085	17,495	40,854	40,590
員工成本(包括董事薪酬)				
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	24	–	49	–
短期租賃				
Variable lease payments	798	(2,848)	1,580	2,235
可變租賃付款				

7. INCOME TAX EXPENSE

7. 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	
	2021	2020	2021	2020
	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	106	92	123	165
即期稅項				
Deferred tax	–	–	–	–
遞延稅項				
	106	92	123	165

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7. INCOME TAX EXPENSE (Cont'd)

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 regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million (2020: same)

8. DIVIDENDS

The Board does not recommend the payment of any dividend for the six months ended 30 June 2021 (six months ended 30 June 2020: nil).

9. EARNING/(LOSS) PER SHARE

i) Basic

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

7. 所得稅開支(續)

根據兩級制利得稅率制度，合資格集團實體的首二百萬港元溢利將以8.25%的稅率徵稅，而超過二百萬港元之溢利將以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。

因此，首二百萬港元之估計應課稅溢利按8.25%計算香港利得稅，而二百萬港元以上之估計應課稅溢利則按16.5%計算香港利得稅(2020年：相同)。

8. 股息

董事會不建議就截至2021年6月30日止六個月派付任何股息(截至2020年6月30日止六個月：無)。

9. 每股盈利/(虧損)

i) 基本

本公司擁有人應佔每股基本及攤薄盈利/(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	
	2021 HK\$'000 千港元 (Unaudited) (未經審核)	2020 HK\$'000 千港元 (Unaudited) (未經審核)	2021 HK\$'000 千港元 (Unaudited) (未經審核)	2020 HK\$'000 千港元 (Unaudited) (未經審核)
Profit/(Loss) for the period attributable to owners of the Company (HK\$'000)	297	(1,652)	(6,571)	(14,111)
Weighted average number of ordinary shares in issue ('000)	1,041,554	860,000	1,041,554	860,000

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9. EARNING/(LOSS) PER SHARE (Cont'd)

ii) Diluted

No adjustment has been made in relation to the share options under the Share Option Scheme as the impact of the outstanding share options during the six months ended 30 June 2021 has an anti-dilutive effect on the basic earning/(loss) per share amount presented.

9. 每股盈利／（虧損）（續）

ii) 攤薄

由於截至2021年6月30日止六個月未行使購股權的影響對所呈列的每股基本盈利／（虧損）產生反攤薄效應，故並無就購股權計劃項下的購股權作出任何調整。

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2021, additions in property, plant and equipment amounted to HK\$2,604,000 (six months ended 30 June 2020: HK\$1,183,000).

10. 物業、廠房及設備

於截至2021年6月30日止六個月，物業、廠房及設備添置為2,604,000港元（截至2020年6月30日止六個月：1,183,000港元）。

11. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

11. 貿易及其他應收款項、按金及預付款項

		30 June 2021 2021年6月30日	31 December 2020 2020年12月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
Trade receivables from restaurant operations	來自餐廳經營的貿易應收款項	2,633	2,736
Rental deposits	租金按金	13,336	14,483
Other deposits	其他按金	10,748	5,828
Other receivables	其他應收款項	2,133	2,143
Prepayment and others	預付款項及其他	1,359	1,924
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	30,209	27,114
Analysed as:	分析為：		
Current	流動	9,893	10,429
Non-current	非流動	20,316	16,685
		30,209	27,114

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

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.

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.

II. 貿易及其他應收款項、按金及預付款項(續)

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。

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。

		30 June 2021 2021年6月30日	31 December 2020 2020年12月31日
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	0至30日	1,271	1,617
31 to 60 days	31至60日	158	295
61 to 90 days	61至90日	643	452
Over 90 days	超過90日	561	372
		2,633	2,736

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12. 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:

12. 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：

		30 June 2021 2021年6月30日	31 December 2020 2020年12月31日
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Trade payables (Note a)	貿易應付款項(附註a)	15,443	13,626
Accrued staff related costs	應計員工相關成本	2,254	2,791
Rental, rates and building management fee	租金、差餉及樓宇管理費	6,552	8,725
Restaurant construction work and repair and maintenance	餐廳建設工程及維修保養	3,310	4,868
Audit and professional fee	核數及專業費用	2,329	2,803
Marketing, advertising and promotion	營銷、廣告及推廣	1,338	1,170
Utilities charges	公用事業費	616	685
Receipts in advance	預收款	1,100	950
Voucher	優惠券	—	362
Other payables (Note b)	其他應付款項(附註b)	5,239	6,114
		38,181	42,094

Note:

a. The credit period on purchases of goods is 30 days.

附註：

a. 購買貨品的信貸期為30日。

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12. 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 2021 2021年6月30日	31 December 2020 2020年12月31日
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	0至30日	5,396	4,049
31 to 60 days	31至60日	4,600	4,413
61 to 90 days	61至90日	1,882	1,652
Over 90 days	超過90日	3,565	3,512
		15,443	13,626

b. Other payables mainly represented payables in relation to the Group's restaurant operations such as cleaning services, restaurant supplies, takeaway utensils, laundry services, IT support and kitchen consumables etc.

13. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS

Amounts due to non-controlling shareholders of subsidiaries

應付附屬公司非控股股東款項

9,000

The amounts are unsecured, interest-free and not repayable until Express Star Corporation Limited, a subsidiary of the Company, has distributable profits.

12. 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：

	30 June 2021 2021年6月30日	31 December 2020 2020年12月31日
	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	5,396	4,049
31 to 60 days	4,600	4,413
61 to 90 days	1,882	1,652
Over 90 days	3,565	3,512
	15,443	13,626

b. 其他應付款項主要有關本集團餐廳營運(例如清潔服務、餐廳用品、外賣用具、洗衣服務、資訊科技支持及廚房耗材等)的應付款項。

13. 應付非控股股東款項

	30 June 2021 2021年6月30日	31 December 2020 2020年12月31日
	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Amounts due to non-controlling shareholders of subsidiaries	9,000	-

該等款項均無抵押、免息及直至星捷有限公司(本公司的附屬公司)有可分派溢利時償還。

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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
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
At 1 January 2020, 31 December 2020, 1 January 2021 and 30 June 2021	於2020年1月1日、2020年 12月31日、2021年1月1日 及2021年6月30日	5,000,000	50,000
Issued and fully paid:	已發行及悉數繳足：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
At 1 January 2020	於2020年1月1日	860,000	8,600
Placing of new shares (note a)	配售新股(附註a)	171,910	1,719
At 31 December 2020	於2020年12月31日	1,031,910	10,319
Placing of new shares (note b)	配售新股(附註b)	134,280	1,343
At 30 June 2021	於2021年6月30日	1,166,190	11,662

The Company was incorporated on 21 August 2015 in the Cayman Islands with an authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each. One share, credited as fully paid, was allotted and issued on 21 August 2015 to the subscriber of the Company, which was later transferred to Giant Mind on the same date.

本公司於2015年8月21日在開曼群島註冊成立，法定股本為380,000港元，分為38,000,000股每股面值0.01港元的股份。於2015年8月21日，向本公司認購人配發及發行一股入賬列作繳足的股份，及該股份隨後於同日轉讓予 Giant Mind。

Note a) In September 2020, the Company issued a total of 171,910,000 ordinary shares with par-value of HK\$0.01 each at a price of HK\$0.08 each. Further details were set out in the announcements dated 7 September 2020 and 24 September 2020.

附註a) 於2020年9月，本公司按每股0.08港元的價格發行合共171,910,000股每股面值0.01港元的普通股。進一步詳情載於日期為2020年9月7日及2020年9月24日的公告。

Note b) In June 2021, the Company issued a total of 134,280,000 ordinary shares with par-value of HK\$0.01 each at a price of HK\$0.135 each. Further details were set out in the announcements dated 25 May 2021 and 18 June 2021.

附註b) 於2021年6月，本公司按每股0.135港元的價格發行合共134,280,000股每股面值0.01港元的普通股。進一步詳情載於日期為2021年5月25日及2021年6月18日的公告。

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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.

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。

		Six months ended 30 June 截至6月30日止六個月	
		2021	2020
		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	272	72
Purchases of goods from Cigarro Limited	向Cigarro Limited購買貨品	14	11
Restaurant consultancy service income from an associate	從一間聯營公司所得餐廳顧問服務收入	330	N/A 不適用
Rental expenses to companies with 50% owned by Ms. PY Wong	向黃佩茵女士擁有50%的公司支付租賃付款	450	450

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BUSINESS REVIEW

During the period under review, although the novel coronavirus (COVID-19) pandemic continued to pose a challenge on the Group, the Group quickly adapted to the business environment, changed its strategies and operations, and successfully seized market opportunities. During the second quarter of 2021, stable performance and positive profit growth demonstrated the Group's ability to achieve business growth and outstanding executive capability under the challenge of the COVID-19 pandemic.

The Group is a well-known Hong Kong hospitality group with award-winning restaurants. Apart from its "Duddell's" flagship brand, the Group has been expanding its brand portfolio and serving a variety of cuisines. Currently, the brand portfolio consists of 10 brands namely "Duddell's", "Louise", "MONO", "And ò", "208 Duecento Otto", "22 Ships", "Between", "Bibi & Baba", "MakMak" and "Chachawan" to provide customers with more diversified options.

In terms of segment revenue, the Group's revenue from fine dining catering services continued to grow. During the second quarter, revenue from fine dining catering services increased approximately by 28.7% to HK\$32.7 million (three months ended 31 March 2021: HK\$25.4 million). Strong growth in operating profits demonstrated the Group's extraordinary operation capacity and increasing operation efficiency. Though the impact of the COVID-19 pandemic remained, "Louise", "MONO" and "And ò" demonstrated their strong resilience against adversities and received market recognition, from which the revenue increased by 29.1% as compared with the first quarter of 2021.

In terms of specialty coffee business, driven by fast expansion of new stores, the fast-growing brand "Between" outperformed its rivals in the market. During the period under review, "Between" recorded revenue of HK\$8.5 million, becoming a brand with the largest number of stores among various brands of the Group during the period under review.

業務回顧

於回顧期內，雖然新冠疫情仍為本集團帶來挑戰，但本集團迅速學會適應營商環境，更改策略及營運，成功抓住市場機遇。於2021年第二季度，穩健的業績及正面盈利增長，彰顯本集團在新冠疫情的挑戰下依然取得業務增長以及卓越的執行能力。

本集團是香港一家知名餐飲集團，餐廳屢獲獎項。除旗艦品牌「都爹利會館」外，本集團不斷擴展品牌組合，提供的美食包羅萬象，目前品牌組合總共有10個品牌，包括「都爹利會館」、「Louise」、「MONO」、「And ò」、「208 Duecento Otto」、「22 Ships」、「Between」、「Bibi & Baba」、「MakMak」及「Chachawan」，為顧客帶來多元化的選擇。

於分部收益上，本集團的高端餐飲服務收益維持增長。於第二季度，高端餐飲服務收益增加約28.7%至32.7百萬港元（截至2021年3月31日止三個月：25.4百萬港元），強勁的經營利潤增長，彰顯了卓越的營運能力和不斷提高的營運效率。雖然疫情的影響依然存在，然而「Louise」、「MONO」及「And ò」展現出強勁的抗逆能力，更深受市場愛戴，較2021年第一季度同比收益上升29.1%。

於特色咖啡業務方面，受新店快速擴張帶動，高增長品牌「Between」之市場表現出類拔萃，於回顧期內，「Between」收益錄得8.5百萬港元，是本集團於回顧期內眾多品牌中開設最多門店網絡之品牌。

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“Between” has enormous potential for brand values, during the second quarter, it successfully attracted and cooperated with Fendi, a top international fashion brand. They opened a Pop-up store together in Tsim Sha Tsui, Hong Kong, which further improved brand values and market position of “Between”. At the same time, the cooperation not only created freshness to the store, but also can better cater to different dining experiences of customers. In order to cater to the dining trends in mainland China, the Group is currently taking a new look at its brand positioning and is integrating potential development in the Greater Bay. The Group will continue to strengthen its efforts in optimizing the brand “Jia” to comprehensively exploit its potentials in mainland China.

In terms of casual dining business, the Group continued expending into more market segments by pursuing a multi-brand and multi-concept strategy. During the second quarter, the Group’s brands “Bibi & Baba”, featured Nyonya cuisine, and “MakMak”, featured Thai cuisine, achieved gratifying results, with an increase of approximately 31.0% in revenue to HK\$6.4 million (three months ended 31 March 2021: HK\$4.9 million), which demonstrated the Group’s keen market sense. As the menu and seasonal cuisines were well favored and supported by customers, the Group has established a leading position in the market while fully grasping the future growth opportunities.

Moreover, the Group continuously streamlined its production processes, and invested more resources in deploying various takeaway and food delivery systems such as “JIA Everywhere”, upgrading IT system and enhancing the application of big data while improving efficiency and saving costs. During the second quarter, Hidden Glory, a non-wholly owned subsidiary of the Group, entered into a limited partnership agreement with FTW Ventures II GP, LLC to subscribe for limited partnership interests in FTW Ventures II L.P. (the “Fund”). The Fund is a limited partnership based in Delaware, which mainly focuses on the investment in start-ups, especially those in food and agricultural technologies, materials science, climate technologies, packaged food and hygiene and health technologies and other relevant fields. Such transaction was in line with the Group’s concept on the expansion of restaurants and the circle of stylish culinary lifestyle, which would promote long-term and sustainable development of both parties and create synergistic benefits. For details, please refer to the Company’s voluntary announcement dated 20 May 2021.

「Between」具有龐大的品牌價值潛能，於第二季度，成功吸引國際一流時尚品牌Fendi合作，共同在香港尖沙嘴開設Pop-up店，讓「Between」之品牌價值及市場地位更上一層樓，同時為餐廳創造新鮮感，並更切合客戶的不同餐飲體驗。為配合中國內地餐飲趨勢，本集團現正重新審視品牌定位，並整合於大灣區之發展潛力。本集團會於繼續加強「佳民」品牌的優化工作，以全面開拓於中國內地市場之潛力。

於休閒餐飲業務方面，本集團遵循多品牌及多概念策略，持續向更多細分市場擴張。於第二季度，主打娘惹菜「Bibi & Baba」及泰國美食「MakMak」取得可喜的成績，收益增加約31.0%至6.4百萬港元（截至2021年3月31日止三個月：4.9百萬港元），反映本集團對敏銳市場觸覺，餐單和時令美食深受廣大消費者愛戴及支持，建立本集團的市場領導地位，同時亦充分把握未來的增長機遇。

此外，本集團不斷精簡生產流程，在提高效率及節省成本之同時，投放更多資源部署各種外賣自取及外賣速遞「JIA Everywhere」系統，提升資訊科技系統及加強大數據應用。於第二季度，本集團非全資附屬公司Hidden Glory與FTW Ventures II GP, LLC訂立有限合夥協議，以認購於FTW Ventures II L.P.（「基金」）的有限合夥權益。該基金為特拉華州有限合夥企業，主要專注於投資初創公司，尤其是食品及農業科技、材料科學、氣候技術、包裝食品、衛生與健康技術以及其他相關領域，跟本集團餐廳及時尚飲食文化生活圈之擴展理念相同，彼此促進長遠可持續發展，產生協同效益。有關詳情，請參閱本公司日期為2021年5月20日的自願性公告。

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PROSPECTS

It is expected that economic activities have yet to recover as international travel and global transportation are still severely restricted. However, the market is reaching a new equilibrium point under the economic contraction, with a corresponding reduction in rental and labor costs, which will pave a new way for the Group's business growth.

The Group believes that its multi-brand strategy remains key to the success of Jia Group. Therefore, the Group will further consolidate and expand its brand and sales networks and launch additional "star brands" to take advantage of the market trend and cater to customer preferences. In doing so, the Group would be able to enhance its market penetration, keep its creativity and maintain its leading position in the industry.

Meanwhile, the Group will continue to optimize its marketing, value proposition and customer services to improve customer traffic. In addition, as the rise in the price of food raw materials may have an adverse impact on the Group, the Group will take precautionary measures to control costs, striving to bring long-term returns to its shareholders.

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2021, the Group recorded a revenue of approximately HK\$98.9 million (30 June 2020: approximately HK\$83.7 million), representing an increase of approximately 18.1% as compared with the corresponding period of last year which was a result of the relaxation of social distancing restrictions relating to COVID-19 by the Hong Kong Government.

Raw materials and consumable used

Raw materials and consumable used by the Group, include, but is not limited to, vegetable, meat, seafood and frozen food etc. They are one of the major components of the Group operating expenses which amounted to approximately HK\$27.4 million and HK\$21.7 million for the period ended 30 June 2021 and 2020, respectively, representing approximately 27.7% and 25.9% of the Group's total revenue for the corresponding period. Such increase was mainly due to the 3.7% increase in the use of raw materials and consumables by "Duddell's" for the six months ended 30 June 2021 as compared with of the corresponding period of last year.

前景

由於國際旅遊及全球運輸仍然受到嚴重限制，預期經濟活動仍有待恢復。然而，市場在經濟收縮下正達至新平衡點，租金及人工成本相應降低，為本集團業務增長開拓出一個嶄新的途徑。

本集團相信，多元品牌策略仍然對佳民集團之成功至關重要，因此本集團將進一步整合及擴大其品牌及銷售網絡，推出更多「星級品牌」，而把握市場趨勢及迎合客戶喜好，藉此加強市場滲透率，保持其一貫創新風格及行業領導地位。

同時，本集團於市場營銷、價值定位和客戶服務方面將會持續優化以提升客流。此外，食品原材料價格上漲或帶來不利影響，本集團採取防禦措施控制成本，致力於為股東帶來長期回報。

財務回顧

收入

截至2021年6月30日止六個月，本集團錄得收入約為98.9百萬港元(2020年6月30日：約83.7百萬港元)，較去年同期增加約18.1%，此乃主要由於香港政府放寬COVID-19有關的社交距離限制。

所用原材料及耗材

本集團所用原材料及耗材包括但不限於蔬菜、肉類、海鮮及冷凍食品等。此為本集團經營開支中的主要組成部分之一，於截至2021年及2020年6月30日止期間分別約為27.4百萬港元及21.7百萬港元，佔本集團同期收入總額約27.7%及25.9%。有關增加主要是由於「都參利會館」截至2021年6月30日止六個月所用的原材料及耗材較去年同期增加3.7%。

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Staff costs

Staff costs represent one of the major components of the Group's operating expenses, which primarily consist of Directors' emoluments, salaries and allowance, retirement benefit scheme contributions and other benefits. Staff costs increased by approximately HK\$0.3 million from approximately HK\$40.6 million for the six months ended 30 June 2020 to approximately HK\$40.9 million for the six months ended 30 June 2021. Such increase was mainly due to the increase number of staff which was a result of the relaxation of social distancing restrictions relating to COVID-19 by the Hong Kong Government and increase the visiting customers.

Property rentals and related expenses

Apart from raw materials and consumable used and staff costs, property rentals also represent one of the major components of the Group's operating expenses. Property rentals and related expenses decrease approximately HK\$2.3 million from approximately HK\$6.0 million for the six months ended 30 June 2020 to approximately HK\$3.7 million for the six months ended 30 June 2021. The decrease was mainly due to the closure of "Duddell's Airport" which amounted to approximately HK\$3.2 million reduction in the relevant rentals and related expenses and increase of approximately HK\$1.0 million of "Between" which opened in November 2020 and February 2021, respectively.

Loss attributable to owners of the Company

As a result of the foregoing, loss attributable to owners of the Company was approximately HK\$6.6 million for the six months ended 30 June 2021 representing a decrease in loss of approximately HK\$7.5 million as compared with a loss of approximately HK\$14.1 million for the six months ended 30 June 2020.

The decrease in loss attributable to owners of the Company was primarily attributable to the relaxation of social distancing restrictions relating to COVID-19 by the Hong Kong Government which led to an increase in number of customers visiting; and implementation of cost measures by the Group, such as property rentals, depreciation and utilities.

員工成本

員工成本為本集團經營開支的主要組成部分之一，主要包括董事酬金、薪金及津貼、退休福利計劃供款及其他福利。員工成本自截至2020年6月30日止六個月的約40.6百萬港元增加約0.3百萬港元至截至2021年6月30日止六個月的約40.9百萬港元。有關增加主要是由於香港政府放寬COVID-19有關的社交距離限制及前來光顧的顧客增加，導致員工工人數增加。

物業租金及相關開支

除所用原材料及耗材及員工成本外，物業租金亦為本集團經營開支的主要組成部分之一。物業租金及相關開支由截至2020年6月30日止六個月的約6.0百萬港元減少約2.3百萬港元至截至2021年6月30日止六個月的約3.7百萬港元。該減少主要是由於有關租金及相關開支因關閉「都爹利機場」而減少約3.2百萬港元及因我們分別於2020年11月及2021年2月重開「Between」而增加約1.0百萬港元。

本公司擁有人應佔虧損

由於上文所述，截至2021年6月30日止六個月本公司擁有人應佔虧損約為6.6百萬港元，較截至2020年6月30日止六個月的虧損約14.1百萬港元減少約7.5百萬港元虧損。

本公司擁有人應佔虧損減少乃主要由於香港政府放寬COVID-19有關的社交距離限制，令光顧我們餐廳的顧客人數增加；及本集團實施成本(如物業租金、折舊及日常開支)控制措施。

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\$23.6 million as at 30 June 2021 (31 December 2020: HK\$46.0 million).

As at 30 June 2021, the Group's current ratio was approximately 0.7 (31 December 2020: 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 241.2% (31 December 2020: 399.2%). The decrease was mainly due to the Group placed its shares with an aggregate of 134,280,000 placing shares at the placing price of HK\$0.135 per placing share which increase its equity approximately to HK\$17.5 million.

As at 30 June 2021, the maximum limit of the banking facilities available to the Group amounted to HK\$36.0 million and had been fully utilised. The bank borrowings are subject to variable interest rate of the higher of 2.5% per annum over HIBOR or the bank's cost of funds and 2.5% per annum below Prime Rate or the bank's cost of funds. The weighted average interest rate is 2.73% per annum as at 30 June 2021 (31 December 2020: 3.51%).

The capital structure of the Company comprised ordinary share only. On 18 June 2021, the Company issued 134,280,000 new shares through the placing of new shares with proceeds amounting to HK\$17.5 million, net of share issuing costs. As at 30 June 2021, the Company has 1,166,190,000 ordinary shares in issue. Total equity attributable to owners of the Company amounted to approximately HK\$35.3 million as at 30 June 2021 (31 December 2020: HK\$25.0 million).

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2021年6月30日錄得流動負債淨額約23.6百萬港元(2020年12月31日：46.0百萬港元)。

於2021年6月30日，本集團的流動比率約為0.7(2020年12月31日：0.5)。本集團的資產負債比率(按期末債務總額(不包括貿易性質餘額、稅項結餘及撥備)除以期末權益總額計算)約為241.2%(2020年12月31日：399.2%)。該減少主要是由於本集團按每股配售股份0.135港元的配售價合共配售134,280,000股配售股份，令其股本增加約17.5百萬港元。

於2021年6月30日，可供本集團動用的銀行融資的最高限額為36.0百萬港元且已悉數動用。銀行借款乃按年利率2.5%加香港銀行同業拆息或銀行資金成本與最優惠利率減年利率2.5%或銀行資金成本的較高者以浮動利率計息。2021年6月30日的加權平均年利率為2.73%(2020年12月31日：3.51%)。

本公司的股本架構僅包括普通股。於2021年6月18日，本公司透過配售新股份發行134,280,000股新股份，扣除股份發行成本後的所得款項為17.5百萬港元。截至2021年6月30日，本公司已發行1,166,190,000股普通股。於2021年6月30日，本公司擁有人應佔權益總額約為35.3百萬港元(2020年12月31日：25.0百萬港元)。

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。

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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 2021.

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 2021. 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 May 2021, the deemed partial disposal of equity interest in Hidden Glory Limited by the Group without loss of control was due to the sale of 20 existing shares of Hidden Glory Limited at HK\$390,000 to an independent third parties.

In June 2021, Express Star Corporation Limited allotted of an aggregate 999 new shares, the deemed partial disposal of equity interest in Express Star Corporation Limited by the Group without loss of control was due to the sale of 400 shares of Express Star Corporation Limited to four independent parties.

In May 2021, Hidden Glory Limited, a non-wholly owned subsidiary of the Company, entered into a Limited Partnership Agreement with FTW Ventures II GP, LLC to subscribe for a limited partnership interest in FTW Ventures II LP. (the "Fund"). Hidden Glory Limited has committed to a capital contribution to the Fund amounting to USD250,000. For details, please refer to the announcement dated 20 May 2021.

Save as disclosed above, during the period ended 30 June 2021, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

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2021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2021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2021年5月，本集團被視為出售於Hidden Glory Limited之部分權益而並無失去控制權乃由於以390,000港元向一名獨立第三方出售20股Hidden Glory Limited的現有股份。

於2021年6月，星捷有限公司合共配發999股新股份，本集團被視為出售於星捷有限公司之部分權益而並無失去控制權乃由於向四名獨立第三方出售400股星捷有限公司股份。

於2021年5月，Hidden Glory Limited(本公司非全資附屬公司)與FTW Ventures II GP, LLC訂立有限合夥協議，以認購於FTW Ventures II LP.(「基金」)的有限合夥權益。Hidden Glory Limited已承諾將向基金出資250,000美元，請參閱日期為2021年5月20日的公告。

除上文所披露者外，截至2021年6月30日止期間，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。

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Except on disclosed herein, as of the date of this report, the Group did not have any future plans for material investments or capital assets, material acquisition and disposal of subsidiary, associates or joint ventures in the coming year.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2021, the Group had contracted but not provided for capital commitment of HK\$7.2 million representing property, plant and equipment in respect of the renovation of Estro, a new style restaurant will be opened in September 2021 and the capital contribution to the Fund amounted to HK\$2.0 million (31 December 2020: HK\$1.4 million).

As at 30 June 2021, the Group did not have any material contingent liabilities (31 December 2020: nil).

BREACH OF LOAN AGREEMENTS

In respect of the Group's bank borrowings in an aggregate amount of HK\$13,144,000 as at 30 June 2021, 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.

重大投資或資本資產的未來計劃

除本報告所披露者外，截至本報告日期，本集團於未來年度並無任何重大投資或資本資產、重大收購及出售附屬公司、聯營公司或合營企業的未來計劃。

資本承擔及或然負債

於2021年6月30日，本集團就Estro(一家將於2021年9月開業的新式餐廳)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7.2百萬港元及向基金出資2.0百萬港元(2020年12月31日：1.4百萬港元)。

於2021年6月30日，本集團並無任何重大或然負債(2020年12月31日：無)。

違反貸款協議

就本集團於2021年6月30日的銀行借款總額13,144,000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)，本集團事實上已違反貸款契約。

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。

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DIVIDEND

The Board does not recommend the payment of a dividend for the six months ended 30 June 2021 (six months ended 30 June 2020: nil).

PLEDGE OF ASSETS

As at 30 June 2021, the Group has pledged long and short-term bank deposits with the total amount of HK\$9.5 million as security for the Group's banking facilities (31 December 2020: HK\$9.5 million).

USE OF PROCEEDS FROM PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing completed on 24 September 2020 (the "Placing I")

Reference is made to the announcements issued by the Company on 7 September 2020 and 24 September 2020 in relation to the placing of new shares under the general mandate.

On 7 September 2020, the Group and a placing agent entered into a placing agreement pursuant to which the Group appointed the placing agent to procure altogether not less than six placees (who and whose ultimate beneficial owner(s) are independent of and not connected with the Company and any of its connected persons within the meaning of the GEM Listing Rules) for placing up to aggregate of 171,910,000 placing shares at a placing price of HK\$0.08 per placing share. The closing price for the Company's shares on 7 September 2020 was HK\$0.096 per share.

股息

董事會不建議就截至2021年6月30日止六個月派付任何股息(截至2020年6月30日止六個月：無)。

資產抵押

於2021年6月30日，本集團已抵押長期及短期銀行存款合共9.5百萬港元(2020年12月31日：9.5百萬港元)作為本集團銀行融資的抵押。

按一般授權配售新股份的所得款項用途

於2020年9月24日完成配售(「配售I」)

茲提述本公司於2020年9月7日及2020年9月24日刊發的公告，內容有關按一般授權配售新股份。

於2020年9月7日，本集團與配售代理訂立配售協議，據此，本集團委任配售代理促使合共不少於六名承配人(其及其最終實益擁有人獨立於本公司及其任何關連人士(定義見GEM上市規則)且與彼等並無關連)按每股配售股份0.08港元的配售價配售合共最多171,910,000股配售股份。本公司股份於2020年9月7日的收市價為每股0.096港元。

OTHER INFORMATION 其他資料

The Placing I was completed on 24 September 2020 with gross and net proceeds of approximately HK\$13.8 million (equivalent to approximately HK\$0.08 per placing share) and HK\$13.2 million (equivalent to approximately HK\$0.077 per placing share) as set out in the Company's announcements dated 7 September 2020 and 24 September 2020. The Company intended to use the proceeds for (i) developing the cloud kitchen business of the Group; (ii) upgrading the sales channels of the Group, including "JIA Everywhere", the online/offline delivery platform of the Group; (iii) investing in potential PRC or overseas food and beverage related investment opportunities; (iv) developing new catering outlets of the Group and for brand management; and (v) loan repayment.

配售I已於2020年9月24日完成，誠如本公司日期為2020年9月7日及2020年9月24日的公告所載，所得款項總額及淨額分別約為13.8百萬港元（相當於每股配售股份約0.08港元）及13.2百萬港元（相當於每股配售股份約0.077港元）。本公司擬將所得款項用作(i)發展本集團雲端廚房業務；(ii)為本集團的銷售渠道(包括本集團線上/線下送餐平台「JIA Everywhere」)進行升級；(iii)投資於中國或海外的潛在飲食相關投資機遇；(iv)發展本集團的新餐飲分店及作品牌管理；及(v)償還貸款。

Use of net proceeds from the Placing I	Planned use of proceeds as described in the announcement dated 7 September 2020 日期為2020年9月7日的公告所述的所得款項計劃用途	Approximate percentage of total net proceeds	Actual use of net proceeds up to 30 June 2021 截至2021年6月30日的所得款項淨額實際用途	Unused total net proceeds up to 30 June 2021 截至2021年6月30日的尚未動用總所得款項淨額	
					HK\$ million 百萬港元
Developing the cloud kitchen business and upgrading the sales channels	發展雲端廚房業務及為銷售渠道進行升級	45	34.1%	1.1	3.4
Investing in potential PRC or overseas food and beverage related investment opportunities	投資於中國或海外的潛在飲食相關投資機遇	2.5	18.9%	0.8	1.7
Developing new catering outlets	發展新餐飲分店	1.2	9.1%	1.2	-
Loan repayment	償還貸款	5.0	37.9%	5.0	-
Total	總計	13.2	100.0%	8.1	5.1

Placing completed on 18 June 2021 (the "Placing II")

Reference is made to the announcements issued by the Company on 25 May 2021 and 18 June 2021 in relation to the placing of new shares under the general mandate.

On 25 May 2021, the Group and a placing agent entered into a placing agreement pursuant to which the Group appointed the placing agent to procure altogether not less than six placees (who and whose ultimate beneficial owner(s) are independent of and not connected with the Company and any of its connected persons within the meaning of the GEM Listing Rules) for placing up to aggregate of 134,280,000 placing shares at a placing price of HK\$0.135 per placing share. The closing price for the Company's shares on 25 May 2021 was HK\$0.149 per share.

於2021年6月18日完成配售(「配售II」)

茲提述本公司於2021年5月25日及2021年6月18日刊發的公告，內容有關按一般授權配售新股份。

於2021年5月25日，本集團與配售代理訂立配售協議，據此，本集團委任配售代理促使合共不少於六名承配人(及其最終實益擁有人獨立於本公司及其任何關連人士(定義見GEM上市規則)且與彼等並無關連)按每股配售股份0.135港元的配售價配售合共最多134,280,000股配售股份。本公司股份於2021年5月25日的收市價為每股0.149港元。

OTHER INFORMATION

其他資料

The Placing II was completed on 18 June 2021 with gross and net proceeds of approximately HK\$18.1 million (equivalent to approximately HK\$0.135 per placing share) and HK\$17.5 million (equivalent to approximately HK\$0.1301 per placing share) as set out in the Company's announcements dated 25 May 2021 and 18 June 2021. The Company intended to use the proceeds for (i) expanding the specialty coffee business; (ii) developing casual dining business; and (iii) investing in PRC and overseas food tech investment opportunities.

配售II已於2021年6月18日完成，誠如本公司日期為2021年5月25日及2021年6月18日的公告所載，所得款項總額及淨額分別約為18.1百萬港元(相當於每股配售股份約0.135港元)及17.5百萬港元(相當於每股配售股份約0.1301港元)。本公司擬將所得款項用作(i)擴大精品咖啡服務；(ii)發展休閒餐飲業務；及(iii)投資於中國及海外食物科技投資機遇。

	Planned use of proceeds as described in the announcement dated	Approximate percentage of total net proceeds	Actual use of net proceeds up to	Unused total net proceeds up to
	日期為2021年		直至2021年	直至2021年
	5月25日		6月30日	6月30日
	的公告所述的	佔總所得款項淨額	的所得款項淨額	的尚未動用
	所得款項計劃用途	概約百分比	實際用途	總所得款項淨額
	HK\$ million	%	HK\$ million	HK\$ million
Use of net proceeds from the Placing II	配售II所得款項淨額用途	百萬港元	百萬港元	百萬港元
Expanding the specialty coffee business	擴大精品咖啡服務	9.0	51.4%	9.0
Developing casual dining business;	發展休閒餐飲業務	5.3	30.3%	5.3
Investing in PRC and overseas food tech investment opportunities	投資於中國及海外食物科技投資機遇	3.2	18.3%	3.2
Total	總計	17.5	100.0%	17.5

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2021, the Group employed a total of 422 employees (31 December 2020: 337) including the executive Directors. For the six months ended 30 June 2021, total staff costs amounted to approximately HK40.9 million (30 June 2020: approximately HK\$40.6 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.

僱員及薪酬政策

於2021年6月30日，本集團共僱用422名僱員(2020年12月31日：337名)，其中包括執行董事。截至2021年6月30日止六個月，員工成本總額約為40.9百萬港元(2020年6月30日：約40.6百萬港元)。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。

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.

INTEREST OF COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the appointment of Innovax Capital Limited (which had been appointed as the compliance adviser of the Company (the "Compliance Adviser") since the listing of the Company) was terminated on 31 March 2021 after the publication of the Company's annual report for the year ended 31 December 2020. As confirmed by the Compliance Adviser, none of the Compliance Adviser or its directors, employees or close associates (as defined under the GEM Listing Rules) has or may have any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) up to the date of the termination of its role as compliance adviser on 31 March 2021, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

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分發予董事。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。

合規顧問的權益

根據GEM上市規則第6A.19條，創陸融資有限公司(自本公司上市以來已獲委任為本公司的合規顧問(「合規顧問」))的委任已於本公司刊發截至2020年12月31日止年度的年報後於2021年3月31日終止。經合規顧問確認，截至於2021年3月31日終止其合規顧問職責當日，合規顧問或其董事、僱員或緊密聯繫人(定義見GEM上市規則)概無於本公司或本集團任何成員公司的股本中擁有或可能擁有須根據GEM上市規則第6A.32條知會本公司的任何權益(包括認購該等證券的選擇權或權利)。

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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 six months ended 30 June 2021 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

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.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this report, there were no significant events or material changes after the reporting period up to the date of this report.

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程序。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2021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。

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已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。

報告期後事件

除本報告所披露者外，於報告期間直至本報告日期概無發生重大事件或重大變動。

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 2021, 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:

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2021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) Long positions in shares and underlying shares of the Company

(i) 於本公司股份及相關股份的好倉

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 Yin (Note 1) 黃佩茵女士(附註1)	Beneficial owner 實益擁有人	80,616,000 (L)	6.91%
	Interest in a controlled corporation 受控制法團權益	409,670,000 (L)	35.13%
	Interest of spouse 配偶權益	19,230,000 (L)	1.65%
	Total 總和	509,516,000 (L)	43.69%
Mr. Wee Keng Hiong Tony Wee Keng Hiong Tony 先生	Beneficial owner 實益擁有人	1,350,000 (L) (Note 2) (附註2)	0.12%
Ms. Wan Suet Yee Cherry 溫雪儀女士	Beneficial owner 實益擁有人	850,000 (L) (Note 3) (附註3)	0.07%
Mr. Leung Yuk Lun Ulric 梁玉麟先生	Beneficial owner 實益擁有人	350,000 (L) (Note 3) (附註3)	0.03%
Mr. Devin Nijanthan Chanmugam Devin Nijanthan Chanmugam 先生	Beneficial owner 實益擁有人	350,000 (L) (Note 3) (附註3)	0.03%

(L) denotes long position

(L) 表示好倉

OTHER INFORMATION

其他資料

Notes:

- Ms. Wong Pui Yain was interested in a total of 509,516,000 Shares, of which her interest in (i) 80,616,000 Shares was held in her capacity as beneficial owner; (ii) 409,670,000 Shares was held through her controlling corporation, Giant Mind International Limited, in which she is the sole legal and beneficial owner, in which she is deemed to be interested under Part XV of the SFO; (iii) 850,000 Shares relate to Shares which may be issued pursuant to options granted to her on 11 January 2021 under the share option scheme of the Company adopted on 23 January 2018 (the "Share Option Scheme"); and (iv) 19,230,000 Shares relate to Shares held by her spouse, Mr. Lo Yeung Kit, Alan, which she is deemed to be interested in under Part XV of the SFO.
- Mr. Wee Keng Hiong, Tony, was interested in a total of 1,350,000 Shares, of which his interest in (i) 1,000,000 Shares was held in his capacity as beneficial owner; and (ii) 350,000 Shares relate to Shares which may be issued pursuant to options granted to him on 11 January 2021 under the Share Option Scheme.
- Such interests relate to Shares which may be issued pursuant to options granted to the Director on 11 January 2021 under the Share Option Scheme.

(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 股份數目	Percentage of shareholding 持股百分比
Ms. Wong Pui Yain	Giant Mind International Limited (Note)	Beneficial owner	1,000 (Note)	100%
黃佩茵女士	Giant Mind International Limited (附註)	實益擁有人	1,000 (附註)	100%

Note:

Giant Mind International Limited held 409,670,000 Shares, representing approximately 35.13% shareholding in the issued share capital of the Company.

附註：

- 黃佩茵女士於合共509,516,000股股份中擁有權益，其中彼(i)於80,616,000股股份中擁有的權益乃以其作為實益擁有人的身份持有；(ii)於409,670,000股股份中擁有的權益乃透過其受控制法團Giant Mind International Limited持有，而其為該法團的唯一合法及實益擁有人，根據證券及期貨條例第XV部，其被視為於該法團擁有權益；(iii)於850,000股股份中擁有的權益涉及根據本公司於2018年1月23日採納的購股權計劃（「購股權計劃」）於2021年1月11日授予其的購股權而可能發行的股份；及(iv)於19,230,000股股份中擁有的權益涉及其配偶羅揚傑先生持有的股份，而根據證券及期貨條例第XV部，其被視為於該等股份中擁有權益。
- Wee Keng Hiong Tony先生於合共1,350,000股股份中擁有權益，其中彼(i)於1,000,000股股份中擁有的權益乃以其作為實益擁有人的身份持有；及(ii)於350,000股股份中擁有的權益涉及根據於2021年1月11日根據購股權計劃授予其的購股權而可能發行的股份。
- 該等權益與根據於2021年1月11日根據購股權計劃授予董事的購股權而可能發行的股份有關。

(ii) 於本公司相聯法團股份及相關股份的好倉

附註：

Giant Mind International Limited持有409,670,000股股份，佔本公司已發行股本約35.13%。

Save as disclosed above, as at 30 June 2021, 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2021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。

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

As at 30 June 2021, 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:

主要股東及其他人士於股份及相關股份的權益及淡倉

於2021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) Long positions in Shares

(i) 於股份的好倉

Name of shareholder 股東姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares held/Interested 所持／擁有權益 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)	Beneficial owner 實益擁有人	19,230,000 (L)	1.65%
	Interest of spouse 配偶權益	490,286,000 (L)	42.04%
	Total 總和	509,516,000 (L)	43.69%
Giant Mind International Limited (Note 2) (附註2)	Beneficial owner 實益擁有人	409,670,000 (L)	35.13%
Mr. Chan Wai Yan, Ronald (Note 3) 陳惠仁先生 (附註3)	Interest in controlled corporation 受控制法團權益	70,700,000 (L)	6.06%
Chartwell Capital (Cayman) Limited (Note 3) (附註3)	Interest in controlled corporation 受控制法團權益	70,700,000 (L)	6.06%
Chartwell Asia Engagement Master Fund (Note 3) (附註3)	Beneficial owner 實益擁有人	70,700,000 (L)	6.06%
Mr. Ko Kin Hang 高健行先生	Beneficial owner 實益擁有人	64,990,000 (L)	5.57%
Chartwell Value Master Fund (Note 4) (附註4)	Beneficial owner 實益擁有人	53,610,000 (L)	4.60%

(L) denotes long position

(L) 表示好倉

OTHER INFORMATION

其他資料

Notes:

1. Ms. Lo Yeung Kit, Alan was interested in a total of 509,516,000 Shares, of which his interest in (i) 19,230,000 Shares was held in his capacity as beneficial owner; and (ii) 490,286,000 relate to Shares held by his spouse, Ms. Wong Pui Yain, which he is deemed to be interested in under Part XV of the SFO.
2. Giant Mind International Limited is a controlled corporation owned as to 100% by Ms. Wong Pui Yain, the controlling shareholder of the Company and a Director.
3. Based on disclosure of interests forms filed on the Hong Kong Stock Exchange as required by the SFO, Chartwell Asia Engagement Master Fund was controlled as to 100% by Chartwell Capital (Cayman) Limited, which in turn was controlled as to 100% by Mr. Chan Wai Yan, Ronald. Each of Mr. Chan Wai Yan, Ronald and Chartwell Capital (Cayman) Limited were deemed to be interested in the Share held by Chartwell Asia Engagement Master Fund by virtual of Part XV of the SFO.
4. Based on disclosure of interests forms filed with the Hong Kong Stock Exchange as required under the SFO, Chartwell Value Master Fund has disclosed an interest in 53,610,000 Shares pursuant to a filing dated 28 September 2020 concerning a relevant event on 24 September 2020. As a result of placings of new shares by the Company completed on 18 June 2021 (as described in the section "Use of proceeds from placing of new shares under general mandate" in this report), the percentage holding represented by 53,610,000 Shares would be reduced to approximately 4.60% (i.e. less than a "notifiable interest" under Part XV of the SFO). However, as far as the Company is aware, no disclosure of interests form has been filed by Chartwell Value Master Fund with the Hong Kong Stock Exchange in connection with any cessation of holding of notifiable interest under Part XV of the SFO.

附註：

1. 羅揚傑先生於合共509,516,000股股份中擁有權益，其中彼(i)於19,230,000股股份中擁有的權益乃以其作為實益擁有人的身份持有；及(ii)於490,286,000股股份中擁有的權益涉及其配偶黃佩茵女士持有的股份，而根據證券及期貨條例第XV部，其被視為於該等股份中擁有權益。
2. Giant Mind International Limited為一間由本公司的控股股東及董事黃佩茵女士擁有100%的受控制法團。
3. 根據證券及期貨條例的規定提交予香港聯交所的權益披露表，Chartwell Asia Engagement Master Fund由Chartwell Capital (Cayman) Limited控制100%，而Chartwell Capital (Cayman) Limited由陳惠仁先生控制100%。根據證券及期貨條例第XV部，陳惠仁先生及Chartwell Capital (Cayman) Limited各自被視為於Chartwell Asia Engagement Master Fund持有的股份中擁有權益。
4. 根據證券及期貨條例的規定提交予香港聯交所的權益披露表，Chartwell Value Master Fund已根據日期為2020年9月28日的文件就於2020年9月24日發生的相關事件披露於53,610,000股股份中的權益。由於本公司於2021年6月18日完成配售新股份(誠如本報告「按一般授權配售新股份的所得款項用途」一節所述)，53,610,000股股份代表的股權百分比將減少至約4.60%(即低於證券及期貨條例第XV部項下的「須具報權益」)。然而，據本公司所知，Chartwell Value Master Fund並無就不再持有證券及期貨條例第XV部項下的須具報權益而向香港聯交所提交權益披露表。

Save as disclosed above, as at 30 June 2021, 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.

除上文所披露者外，於2021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 “**Share Option Scheme**”) on 23 January 2018. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group and to promote the success of the business of our Group.

As at 30 June 2021, a total of 3,750,000 share options were granted to 7 eligible participants to subscribe for shares of HK\$0.01 each of the Company under the Share Option Scheme. Each share option shall entitle the holder to subscribe for one share upon exercise of such share option at an exercise price of HK\$0.13 per share. Details of the said grant of share options are set out in the Company’s announcement dated 11 January 2021.

購股權計劃

本公司於2018年1月23日有條件採納一項購股權計劃(「**購股權計劃**」)。購股權計劃的條款符合GEM上市規則第二十三章的條文。

購股權計劃的目的是吸引及留住現有最優秀人員；向本集團的僱員(全職及兼職)、董事、諮詢人、顧問、分銷商、承包商、供應商、代理、客戶、業務夥伴或服務提供者提供額外獎勵；及促進本集團業務取得成功。

於2021年6月30日，已根據購股權計劃向7名合資格參與者授出合共3,750,000份購股權以認購本公司每股面值0.01港元的股份。每份購股權均賦予持有人權利，藉以按每股0.13港元的行使價行使該購股權而認購一股份。上述購股權授予的詳情載於本公司日期為2021年1月11日的公告內。

OTHER INFORMATION

其他資料

As at 30 June 2021, details of the Share Option Scheme are as follows:

於2021年6月30日，購股權計劃的詳情如下：

Grantee	Date of grant	Exercisable period	Balance as at 1 January 2021 於2021年 1月1日的結餘	Granted	Exercised	Cancelled/ Lapsed	Balance as at 30 June 2021 於2021年 6月30日的結餘
承授人	授出日期	行使期	1月1日的結餘	已授出	已行使	已註銷/失效	6月30日的結餘
Directors							
董事							
Ms. Wong Pui Yin	11/01/2021	11/01/2021 to 10/01/2024	-	850,000	-	-	850,000
黃佩茵女士	11/01/2021	11/01/2021 至 10/01/2024	-	850,000	-	-	850,000
Ms. Wan Suet Yee Cherry	11/01/2021	11/01/2021 to 10/01/2024	-	850,000	-	-	850,000
溫雪儀女士	11/01/2021	11/01/2021 至 10/01/2024	-	850,000	-	-	850,000
Mr. Leung Yuk Lun Ullric	11/01/2021	11/01/2021 to 10/01/2024	-	350,000	-	-	350,000
梁玉麟先生	11/01/2021	11/01/2021 至 10/01/2024	-	350,000	-	-	350,000
Mr. Devin Niganthan Chanmugam	11/01/2021	11/01/2021 to 10/01/2024	-	350,000	-	-	350,000
Devin Niganthan Chanmugam 先生	11/01/2021	11/01/2021 至 10/01/2024	-	350,000	-	-	350,000
Mr. Wee Keng Hiong Tony	11/01/2021	11/01/2021 to 10/01/2024	-	350,000	-	-	350,000
Wee Keng Hiong Tony 先生	11/01/2021	11/01/2021 至 10/01/2024	-	350,000	-	-	350,000
Other employees and consultant	11/01/2021	11/01/2021 to 10/01/2024	-	1,000,000	-	-	1,000,000
其他僱員及顧問	11/01/2021	11/01/2021 至 10/01/2024	-	1,000,000	-	-	1,000,000
	Total			3,750,000	-	-	3,750,000
	合計			3,750,000	-	-	3,750,000

The Company considered that disclosure of value of the Share Options granted during the reporting period under the Share Option Scheme is not applicable and appropriate because the exercise price of the share options (i.e. HK\$0.13 per share) was greater than the closing market price of the Company as at 30 June 2021 (i.e. HK\$0.124).

本公司認為，根據購股權計劃披露於報告期間授出的購股權價值屬不適用且不適宜，原因為購股權的行使價（即每股0.13港元）高於本公司於2021年6月30日的收市價（即0.124港元）。

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.

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 public investors. 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.

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標準，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乃屬有效及充分的制衡已確立。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。

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公眾投資者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。

OTHER INFORMATION

其他資料

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 2021

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，2021年8月11日

JIA

JIA GROUP HOLDINGS LIMITED

佳民集團有限公司