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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 2022**

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 2022. This announcement, containing the full text of the 2022 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 2022 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, 9 August 2022

*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.*

*This report will remain on the “Latest Company Information” page of the Stock Exchange website ([www.hkex.com.hk](http://www.hkex.com.hk)) for at least 7 days from the date of its publication. This report will also be published on the website of the Company ([www.jiagroup.co](http://www.jiagroup.co)).*

## 香港聯合交易所有限公司 （「聯交所」）GEM的特色

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

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

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

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

本報告將由刊發日期起計至少七日於聯交所網站（[www.hkex.com.hk](http://www.hkex.com.hk)）之「最新公司公告」頁內刊登。本報告亦將於本公司網站（[www.jiagroup.co](http://www.jiagroup.co)）內登載。

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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

#### 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

#### COMPLIANCE OFFICER

Ms. WAN Suet Yee Cherry

#### 合規主任

溫雪儀女士

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

Ms. WAN Suet Yee Cherry

Ms. Foo Man Yee, Carina (*ACG, HKACG(PE)*)

#### 授權代表(就GEM上市規則而言)

溫雪儀女士

傅曼儀女士(*ACG · HKACG (PE)*)

#### COMPANY SECRETARY

Ms. Foo Man Yee, Carina (*ACG, HKACG(PE)*)

#### 公司秘書

傅曼儀女士(*ACG · HKACG (PE)*)

**AUDIT COMMITTEE**

Mr. LEUNG Yuk Lun Ulric (*Chairperson*)

Mr. Devin Nijanthan CHANMUGAM

Mr. WEE Keng Hiong Tony

**審核委員會**

梁玉麟先生(*主席*)

Devin Nijanthan CHANMUGAM先生

WEE Keng Hiong Tony 先生

**REMUNERATION COMMITTEE**

Mr. Devin Nijanthan CHANMUGAM (*Chairperson*)

Ms. WONG Pui Yain

Mr. WEE Keng Hiong Tony

**薪酬委員會**

Devin Nijanthan CHANMUGAM先生  
(*主席*)

黃佩茵女士

WEE Keng Hiong Tony 先生

**NOMINATION COMMITTEE**

Ms. WONG Pui Yain (*Chairperson*)

Mr. LEUNG Yuk Lun Ulric

Mr. Devin Nijanthan CHANMUGAM

**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

**法律合規委員會**

溫雪儀女士(*主席*)

黃佩茵女士

梁玉麟先生

## CORPORATE INFORMATION

### 公司資料

#### AUDITOR

BDO Limited

*Certified Public Accountants*

25th Floor, Wing On Centre

111 Connaught Road Central

Hong Kong

#### 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

#### LEGAL ADVISER AS TO HONG KONG LAW

Chartons

12th floor, Dominion Centre

43-59 Queen's Road East

Hong Kong

#### 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

#### PRINCIPAL BANKER

Hang Seng Bank Limited

19/F

83 Des Voeux Road Central

Hong Kong

#### 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**

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

**開曼群島註冊辦事處**

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

**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

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

## CORPORATE INFORMATION

### 公司資料

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

Tricor Investor Services Limited

Level 54

Hopewell Centre

183 Queen's Road East

Hong Kong

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

(as from 15 August 2022)

#### 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

香港

夏慤道 16 號

遠東金融中心 17 樓

(自 2022 年 8 月 15 日開始)

#### 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		
		2022	2021	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	95,033	98,873	(3,840)
Loss for the period	期內虧損	(12,903)	(6,467)	(6,436)
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	(11,709)	(6,571)	(5,138)
Loss per share (HK cents)	每股虧損(港仙)	(1.01)	(0.63)	(0.38)

- The Group recorded an unaudited revenue of approximately HK\$95.0 million for the six months ended 30 June 2022, representing a decrease of approximately 3.9% as compared with that for the corresponding period in 2021.

— 截至2022年6月30日止六個月，本集團錄得未經審核收入約95.0百萬港元，較2021年同期減少約3.9%。
- The Group's unaudited loss for the period attributable to the owners of the Company was approximately HK\$11.7 million for the six months ended 30 June 2022, representing an increase in loss of approximately HK\$5.1 million as compared with a loss of approximately HK\$6.6 million for the corresponding period in 2021.

— 截至2022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11.7百萬港元，較2021年同期的虧損約6.6百萬港元增加約5.1百萬港元虧損。
- The Board does not recommend the payment of dividend for the six months ended 30 June 2022 (2021: nil).

— 董事會不建議就截至2022年6月30日止六個月派付股息(2021年：無)。

# 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 2022  
截至2022年6月30日止三個月及六個月

### INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2022

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 2022 together with the comparative unaudited figures for the corresponding periods in 2021, as follows:

### 截至2022年6月30日止六 個月的中期業績

本公司董事會(「董事會」)欣然宣佈本集團截至2022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2021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 2022

截至2022年6月30日止三個月及六個月

			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	
			2022	2021	2022	2021
Notes			HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註			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	收入	3	57,188	55,263	95,033	98,873
Other income	其他收入	4	4,501	1,901	6,362	3,567
Raw materials and consumables used	所用原材料及耗材		(15,816)	(14,957)	(26,673)	(27,350)
Staff costs	員工成本		(23,440)	(21,085)	(42,985)	(40,854)
Depreciation	折舊		(8,746)	(7,129)	(17,643)	(14,857)
Property rentals and related expenses	物業租金及相關開支		(2,835)	(1,775)	(4,865)	(3,685)
Utility expenses	日常開支		(1,451)	(1,361)	(2,728)	(2,604)

# 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 2022  
截至2022年6月30日止三個月及六個月

		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	
		2022	2021	2022	2021
Notes	附註	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)
Advertising and promotion expenses	廣告及推廣開支	(2,095)	(1,922)	(4,229)	(3,739)
Other operating expenses	其他經營開支	5 (7,753)	(7,456)	(13,812)	(14,374)
Finance costs	融資成本	(646)	(607)	(1,324)	(1,321)
(Loss)/profit before taxation	除稅前(虧損)/溢利	6 (1,093)	872	(12,864)	(6,344)
Income tax expense	所得稅開支	7 (39)	(106)	(39)	(123)
(Loss)/profit and total comprehensive expense for the period	期內(虧損)/溢利及 全面開支總額	(1,132)	766	(12,903)	(6,467)
(Loss)/profit and total comprehensive expense for the period attributable to:	以下人士應佔期內 (虧損)/溢利 及全面開支總額：				
– Owners of the Company	– 本公司擁有人	(1,618)	297	(11,709)	(6,571)
– Non-controlling interests	– 非控股權益	486	469	(1,194)	104
		(1,132)	766	(12,903)	(6,467)
(Loss)/earning per share	每股(虧損)/盈利				
Basic and diluted (HK cents)	基本及攤薄(港仙)	9 (0.14)	0.03	(1.01)	(0.63)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 未經審核簡明綜合財務狀況表

As at 30 June 2022  
於2022年6月30日

			30 June 6月30日 2022 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2021 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	10	31,566	30,713
Right-of-use assets	使用權資產		31,062	42,442
Investment in an associate	於聯營公司的投資		–	–
Deferred tax assets	遞延稅項資產		1,858	1,858
Financial assets FVTPL	按公平值計入損益的 金融資產		5,612	3,167
Deposits	按金		15,973	13,934
Pledged bank deposits	已抵押銀行存款		5,000	5,000
			<b>91,071</b>	<b>97,114</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		5,781	5,726
Trade and other receivables, deposits and prepayments	貿易及其他應收款項、 按金及預付款項	11	9,238	13,524
Amount due from related companies	應收關聯公司款項		782	768
Amount due from a controlling shareholder	應收控股股東款項		–	608
Amount due from an associate	應收聯營公司款項		793	747
Tax recoverable	可收回稅項		114	114
Pledged bank deposit	已抵押銀行存款		–	4,500
Bank balances and cash	銀行結餘及現金		8,913	12,925
			<b>25,621</b>	<b>38,912</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 2022  
於 2022 年 6 月 30 日

			30 June 6月30日 2022 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2021 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
<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	12	31,090	31,879
Contract liabilities	合約負債		6,214	6,127
Amounts due to related companies	應付關聯公司款項		2,248	2,165
Amount due to a controlling shareholder	應付控股股東款項		2,821	–
Bank borrowings	銀行借款		9,877	11,184
Lease liabilities	租賃負債		26,466	25,550
Tax payable	應付稅項		409	370
			79,125	77,275
<b>Net current liabilities</b>	<b>流動負債淨額</b>		(53,504)	(38,363)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		37,567	58,751
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Provision	撥備		4,450	4,450
Contract liabilities	合約負債		9,906	10,267
Deferred tax liabilities	遞延稅項負債		51	51
Lease liabilities	租賃負債		16,309	24,231
			30,716	38,999
<b>Net assets</b>	<b>資產淨值</b>		6,851	19,752

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 未經審核簡明綜合財務狀況表

As at 30 June 2022  
於2022年6月30日

			30 June 6月30日 2022 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2021 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	13	11,598	11,612
Reserves	儲備		4,706	10,341
Equity attributable to owners of the Company	本公司擁有人應佔權益		16,304	21,953
Non-controlling interests	非控股權益		(9,453)	(2,201)
<b>Total equity</b>	<b>權益總額</b>		<b>6,851</b>	<b>19,752</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 2022  
截至2022年6月30日止六個月

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

		Capital						Share reserve losses	Non- controlling interests	Total equity	
		Share capital	Share premium	redemption reserve	Other reserve	Treasury shares	Share option reserve				Accumulated losses
		股本	股份溢價	贖回儲備	其他儲備	庫存股份	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	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	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(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)	(未經審核)	(未經審核)	(未經審核)
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
At 1 January 2022	於2022年1月1日	11,612	100,922	50	10,326	(148)	229	(101,038)	21,953	(2,201)	19,752
Repurchase of shares (Note 13)	購回股份(附註13)	(14)	(148)	14	-	148	-	-	-	-	-
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	-	-	-	-	-	-	(11,709)	(11,709)	(1,194)	(12,903)
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	-	-	-	-	-	-	6,060	6,060	(6,058)	2
At 30 June 2022	於2022年6月30日	11,598	100,774	64	10,326	-	229	(106,687)	16,304	(9,453)	6,851

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 2022

截至2022年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2022	2021
		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	8,192	3,594
Net cash used in investing activities	投資活動所用現金淨額	(10,231)	(3,062)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(1,973)	15,328
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	(4,012)	15,860
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	12,925	15,443
Cash and cash equivalents at end of the period	期末現金及現金等價物	8,913	31,303
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	8,913	31,303



# 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 Yain ("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 Arbuthnot Road, Central, Hong Kong, respectively.

The principal activity of the Group is the operation of restaurants in Hong Kong.

### 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。

## 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

The Group's unaudited condensed consolidated financial statements for the period ended 30 June 2022 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 2021, 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.

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 2022 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 2022.

#### 2. 編製基準

本集團截至2022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2021年12月31日止年度的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。

採納新訂及經修訂香港財務報告準則對截至2022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2022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。

2. BASIS OF PREPARATION  
(CONTINUED)

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 2022 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)

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2022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。

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

3. REVENUE AND SEGMENTAL INFORMATION 3. 收入及分部資料

(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:

(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：

	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	
	2022	2021	2022	2021
	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				
– Fine dining	40,311	32,742	66,631	58,179
– Mid-market dining	5,476	7,921	8,531	13,714
– Specialty coffee	2,702	4,322	4,727	8,453
– Casual dining	8,699	10,278	15,144	18,527
	57,188	55,263	95,033	98,873

**3. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)**

**(b) Segmental information**

The Group's revenue is solely derived from the operation and management of catering business (including operation and management of restaurant and specialty coffee shops) 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.

**(c) Geographical information**

The Group's operations were located in Hong Kong during the six months ended 30 June 2022 and 2021.

**3. 收入及分部資料(續)**

**(b) 分部資料**

本集團的收入僅來自在香港經營及管理餐飲業務(包括經營及管理餐廳及精品咖啡店)。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) 地區資料**

截至2022年及2021年6月30日止六個月，本集團的營運位於香港。

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

4. OTHER INCOME

4. 其他收入

		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	
		2022	2021	2022	2021
		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	5	2	9	13
Membership income	會費收入	43	60	115	119
Consignment income of wines and cigars	葡萄酒及雪茄寄售收入	–	5	–	23
Event organization income	活動籌辦收入	164	–	164	–
Restaurant consultancy service income	餐廳顧問服務收入	165	165	330	330
Food licence holder subsidy scheme	食物許可證持有人補貼計劃	3,750	1,250	5,150	2,650
Sponsorship income	贊助收入	303	320	303	320
Others	其他	71	99	291	112
		<b>4,501</b>	<b>1,901</b>	<b>6,362</b>	<b>3,567</b>

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

5. OTHER OPERATING EXPENSES

5. 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	
		2022	2021	2022	2021
		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	233	228	457	440
Bank charges	銀行收費	96	95	174	203
Business and license fee	業務及許可費	30	53	65	122
Carriage and freight	運輸及貨運	208	148	552	430
Cleaning and laundry expenses	清潔及 洗衣開支	1,318	1,086	2,243	1,958
Consultancy fee	顧問費	331	628	689	1,201
Decoration	裝修	156	64	340	182
Operating supplies	經營用品	1,207	1,101	2,047	2,200
Credit card commission	信用卡佣金	1,260	1,279	2,162	2,296
Event expense	活動開支	1	9	52	9
Insurance	保險	162	137	375	304
Legal and professional fee	法律及 專業費用	792	498	1,454	1,333
Machine rental	機械租金	193	185	341	378
Recruitment costs	招聘成本	40	21	56	21
Repair and maintenance	維修及保養	820	639	1,353	1,326
Samples/food tasting	樣品/ 食品試吃	290	45	413	161
Stationery and office supplies	文具及 辦公用品	93	90	176	195
Travelling expenses	差旅開支	58	51	126	95
Penalty	罰款	—	885	—	885
Other expenses	其他開支	465	214	737	635
		7,753	7,456	13,812	14,374

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

6. (LOSS)/PROFIT BEFORE TAXATION 6. 除稅前(虧損)/溢利

		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	
		2022	2021	2022	2021
		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)/profit before taxation	除稅前(虧損)/				
has been arrived at	溢利已扣除				
after charging:	下列各項：				
Depreciation of property,	物業、廠房及				
plant and equipment	設備折舊	3,533	2,541	6,605	5,052
Depreciation of right-of-use	使用權資產				
assets	折舊	5,213	4,588	11,038	9,805
Staff costs (including directors'	員工成本				
remuneration)	(包括董事				
	薪酬)	23,440	21,085	42,985	40,854
Lease payments under	根據經營租賃就				
operating leases in respect	土地及樓宇的				
of land and buildings:	租賃付款：				
Short-term lease	短期租賃	364	24	615	49
Variable lease payments	可變租賃				
	付款	1,061	798	1,196	1,580



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

7. INCOME TAX EXPENSE

The amounts of taxation charged to profit and loss represent:

7. 所得稅開支

自損益扣除的稅項金額指：

		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	
		2022	2021	2022	2021
		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	39	106	39	123
Deferred tax	遞延稅項	–	–	–	–
		39	106	39	123

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 (2021: same).

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按8.25%的稅率徵稅，而超過二百萬港元之溢利將按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(2021年：相同)。

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

8. DIVIDENDS

The Board does not recommend the payment of any dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

8. 股息

董事會不建議就截至2022年6月30日止六個月派付任何股息(截至2021年6月30日止六個月：無)。

9. (LOSS)/EARNING PER SHARE

i) Basic

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

9. 每股(虧損)/盈利

i) 基本

本公司擁有人應佔每股基本及攤薄(虧損)/盈利乃按以下數據計算：

		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	
		2022	2021	2022	2021
		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)/profit for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔期內(虧損)/溢利(千港元)	(1,618)	297	(11,709)	(6,571)
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數(千股)	1,159,986	1,041,554	1,159,986	1,041,554

9. (LOSS)/EARNING PER SHARE (CONTINUED) 9. 每股(虧損)/盈利(續)

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 2022 has an anti-dilutive effect on the basic (loss)/earning per share amount presented.

ii) 攤薄

由於截至2022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(虧損)/盈利產生反攤薄效應，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 10. 物業、廠房及設備

During the six months ended 30 June 2022, additions in property, plant and equipment amounted to HK\$7,458,000 (six months ended 30 June 2021: HK\$2,604,000).

於截至2022年6月30日止六個月，物業、廠房及設備添置為7,458,000港元(截至2021年6月30日止六個月：2,604,000港元)。

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II. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS      II. 貿易及其他應收款項、按金及預付款項

		30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables from restaurant operations	來自餐廳經營的貿易應收款項	1,825	1,969
Rental deposits	租金按金	16,373	16,344
Other deposits	其他按金	4,763	6,445
Other receivables	其他應收款項	1,121	1,255
Prepayment and others	預付款項及其他	1,129	1,445
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	25,211	27,458
Analysed as:	分析為：		
Current	流動	9,238	13,524
Non-current	非流動	15,973	13,934
		25,211	27,458

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II. TRADE AND OTHER RECEIVABLES,  
DEPOSITS AND PREPAYMENTS  
(CONTINUED)

Usually, there is no credit period for the restaurant operations 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 and coffee shop 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日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)呈列的來自餐廳及咖啡店經營的貿易應收款項賬齡分析。

		30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	0至30日	1,258	1,506
31 to 60 days	31至60日	117	78
61 to 90 days	61至90日	11	111
Over 90 days	超過90日	439	274
		1,825	1,969

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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12. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES      12. 貿易及其他應付款項及應計費用

		30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Trade payables (Note a)	貿易應付款項(附註 a)	13,274	15,233
Accrued staff related costs	應計員工相關成本	2,874	3,528
Rental, rates and building management fee	租金、差餉及樓宇管理費	2,311	2,084
Restaurant construction work and repair and maintenance	餐廳建設工程及維修保養	4,794	3,482
Audit and professional fee	核數及專業費用	2,141	2,213
Marketing, advertising and promotion	營銷、廣告及推廣	1,861	1,573
Utilities charges	公用事業費	511	537
Receipts in advance	預收款	750	750
Other payables (Note b)	其他應付款項(附註 b)	2,574	2,479
		31,090	31,879

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

12. TRADE AND OTHER PAYABLES  
AND ACCRUED CHARGES  
(CONTINUED)

Note a: 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 2022 2022年6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2021 2021年12月31日 HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	0至30日	6,555	7,921
31 to 60 days	31至60日	4,173	4,177
61 to 90 days	61至90日	436	765
Over 90 days	超過90日	2,110	2,370
		13,274	15,233

Note 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.

12. 貿易及其他應付款項及  
應計費用(續)

附註a：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：

附註b：其他應付款項主要指有關本  
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。

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### 13. SHARE CAPITAL

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

### 13. 股本

本公司股本的變動詳情載列如下。

		Number of Shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的 普通股		
At 1 January 2021, 31 December 2021, 1 January 2022 and 30 June 2022	於2021年1月1日、 2021年12月31日、 2022年1月1日及 2022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	每股面值0.01港元的 普通股		
At 1 January 2021	於2021年1月1日	1,031,910	10,319
Placing of new shares (note a)	配售新股(附註a)	134,280	1,343
Repurchase of shares (note b)	購回股份(附註b)	(5,000)	(50)
At 31 December 2021	於2021年12月31日	1,161,190	11,612
Repurchase of shares (note b)	購回股份(附註b)	(1,410)	(14)
At 30 June 2022	於2022年6月30日	1,159,780	11,598

Note:

- a. 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：

- a. 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。



NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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13. SHARE CAPITAL (CONTINUED)

Note (Continued)

- b. The Company repurchased a total of 6,410,000 shares of the Company at an aggregate consideration of approximately HK\$691,000, in which 5,000,000 shares were cancelled during the year ended 31 December 2021, while 1,410,000 shares were cancelled in January 2022 and May 2022, respectively.

13. 股本(續)

附註：(續)

- b. 本公司購回本公司總計 6,410,000 股股份，總代價為約 691,000 港元，其中 5,000,000 股於截至 2021 年 12 月 31 日止年度註銷，而 1,410,000 股股份分別於 2022 年 1 月及 2022 年 5 月註銷。

14. 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.

14. 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	
		2022 HK\$'000 千港元 (Unaudited) (未經審核)	2021 HK\$'000 千港元 (Unaudited) (未經審核)
Catering income from Ms. PY Wong	從黃佩茵女士所得餐飲收入	179	272
Purchases of goods from Cigarro Limited	向 Cigarro Limited 購買貨品	–	14
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	330
Rental expenses to companies with 50% owned by Ms. PY Wong	向黃佩茵女士擁有 50% 的公司支付租賃付款	450	450

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### BUSINESS REVIEW

The Group is a well-known Hong Kong hospitality group with award-winning restaurants. Currently, the brand portfolio of the Group consists of 12 brands, namely “Duddell’s”, “Louise”, “MONO”, “And ō”, “Estro”, “Agora”, “208 & Ramato”, “22 Ships”, “Between”, “Bibi & Baba”, “MakMak” and “Chachawan”, to provide customers with diversified options.

In terms of segment revenue, except considering “Estro” and “Agora” opened in September 2021 and April 2022, the revenue from fine dining catering services decreased 7.9%. The revenue from mid-market dining, specialty coffee and casual dining catering services recorded a decrease of 37.8%, 44.1% and 18.3% respectively. The deterioration in the Group’s results was mainly attributable to the adverse impact to our business arising from the outbreak of the COVID-19 pandemic (“**COVID-19 pandemic**”) as well as social distancing restrictions and measures effective in Hong Kong during the period, especially the fifth wave of the COVID-19 pandemic in Hong Kong.

The first half of 2022 has been challenging for the Group. In terms of external environment, the recurring waves of the COVID-19 pandemic severely affected people’s lives. Although the improved pandemic prevention and control capabilities of the Hong Kong government and the promotion of COVID-19 vaccination have laid a foundation for economic recovery, consumer sentiment dropped significantly from the pre-COVID-19 pandemic period.

#### 業務回顧

本集團是香港一家知名餐飲集團，餐廳屢獲獎項。本集團目前共有12個品牌組合，包括「都多利會館」、「Louise」、「MONO」、「And ō」、「Estro」、「Agora」、「208 & Ramato」、「22 Ships」、「Between」、「Bibi & Baba」、「MakMak」及「Chachawan」，為顧客帶來多元化的選擇。

就分部收入而言，除考慮到「Estro」及「Agora」分別於2021年9月及2022年4月開設外，高端餐飲服務的收入減少7.9%。中端餐飲、精品咖啡及休閒餐飲服務的收入分別減少37.8%、44.1%及18.3%。本集團業績惡化主要由於我們的業務因本期間受2019冠狀病毒病疫情（「**疫情**」）（尤其是香港爆發第五波疫情）及於香港實施的社交距離限制及措施的不利影響。

2022年上半年對本集團來說是充滿挑戰。就外部環境而言，疫情時有反彈，民眾生活仍受到較大影響。儘管香港特區政府的防控能力提高及新型冠狀病毒疫苗接種的推廣為經濟復甦奠定了基礎，但消費者信心較疫情前明顯下降。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Going forward, there are still many uncertainties regarding the COVID-19 pandemic and operating prospects. The management will pay close attention to the operations of the Group and take various measures to continuously explore and maintain the brand value and market position of the Group in the new market environment. The Group will make consistent efforts to determine the root causes for the less-than-expected operating performance of certain individual brands and exert every effort to improve and optimize the situation. In terms of customer satisfaction, the Group strives to continuously create a better dining experience by designing and offering more and different cuisines to provide customers with a comprehensive and high-quality dining experience.

On the other hand, the Group will make efforts to balance cost control and food and service quality due to higher food cost. Rental expense is another major cost component of the Group. The Group will continue to evaluate the overall market conditions and adopt a series of measures to save cost and formulate emergency plans. At the same time, in terms of employees' performance, the Group continuously transmits the corporate culture and encourages the employees to work with positive attitude. Thus, all staff throughout the Company, including the management and employees, will make concerted efforts to improve the Company's overall operation.

展望未來，疫情及經營前景仍存在許多不確定性。管理層密切關注本集團的經營情況，採取多種措施，在新的市場環境下及不斷探索保持本集團旗下品牌價值和市場地位。對於個別品牌運營未達管理層預期的情況，本集團不斷尋找問題的根源，並嘗試各種改進及優化辦法。在顧客滿意度方面，本集團力求持續營造更佳的就餐體驗，設計及提供更多不同的美食佳餚，為顧客提供全面優質的餐飲體驗。

另一方面，食品成本仍相對較高，本集團將致力在成本控制與食品及服務質素之間取得平衡。本集團的另一主要成本組成部分為租金開支，本集團將持續評估整體市場狀況，採取一系列節約成本的措施並制訂應急計劃。同時，在員工績效方面，集團持續傳遞企業文化，讓員工擁有積極向上的良好心態，從管理層到員工，上下一心共同改善公司的整體運營情況。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### 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.

#### FINANCIAL REVIEW

##### Revenue

For the six months ended 30 June 2022, the Group recorded a revenue of approximately HK\$95.0 million (30 June 2021: approximately HK\$98.9 million), representing a decrease of approximately 3.9% as compared with the corresponding period of last year which was a result of the emergence of the fifth wave of the COVID-19 pandemic in Hong Kong during the period.

##### 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\$26.7 million and HK\$27.4 million for the period ended 30 June 2022 and 2021, respectively, representing approximately 28.0% and 27.7% of the Group's total revenue for the corresponding period. As a percentage of revenue raw materials and consumables used remained stable at 27%-28%.

#### 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。

#### 財務回顧

##### 收入

截至2022年6月30日止六個月，本集團錄得收入約為95.0百萬港元（2021年6月30日：約98.9百萬港元），較去年同期減少約3.9%，此乃主要由於該期間香港爆發COVID-19第五波疫情。

##### 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2022年及2021年6月30日止期間分別約為26.7百萬港元及27.4百萬港元，佔本集團同期收入總額約28.0%及27.7%。所用原材料及耗材佔收入百分比保持穩定於27%至28%。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### 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\$2.1 million from approximately HK\$40.9 million for the six months ended 30 June 2021 to approximately HK\$43.0 million for the six months ended 30 June 2022. Such increase was mainly due to the opening of new restaurants in September 2021 and April 2022, respectively.

### 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 include turnover rent, rates and building management fee etc. Property rentals and related expenses increase approximately HK\$1.2 million from approximately HK\$3.7 million for the six months ended 30 June 2021 to approximately HK\$4.9 million for the six months ended 30 June 2022. Such increase was mainly due to the opening new restaurants in September 2021 and April 2022, respectively.

### 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2021年6月30日止六個月的約40.9百萬港元增加約2.1百萬港元至截至2022年6月30日止六個月的約43.0百萬港元。有關增加主要是由於分別於2021年9月及2022年4月開設新餐廳。

### 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包括營業額租金、差餉及樓宇管理費等。物業租金及相關開支由截至2021年6月30日止六個月的約3.7百萬港元增加約1.2百萬港元至截至2022年6月30日止六個月的約4.9百萬港元。該增加主要由於分別於2021年9月及2022年4月開設新餐廳。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Loss attributable to owners of the Company

As a result of the foregoing, loss attributable to owners of the Company was approximately HK\$11.7 million for the six months ended 30 June 2022 representing an increase in loss of approximately HK\$5.1 million as compared with a loss of approximately HK\$6.6 million for the six months ended 30 June 2021.

The increase in loss attributable to owners of the Company was primarily decrease in turnover and increase in staff costs, depreciation, property rentals and related expenses.

#### 本公司擁有人應佔虧損

由於上文所述，截至2022年6月30日止六個月本公司擁有人應佔虧損約為11.7百萬港元，較截至2021年6月30日止六個月的虧損約6.6百萬港元增加約5.1百萬港元虧損。

本公司擁有人應佔虧損增加乃主要由於營業額減少及員工成本、折舊、物業租金及相關開支增加。

## 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\$53.5 million as at 30 June 2022 (31 December 2021: HK\$38.4 million).

As at 30 June 2022, the Group's current ratio was approximately 0.3 (31 December 2021: 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 1,103.3% (31 December 2021: 403.9%). The increase was mainly due to the Group incurred significant loss during the period.

As at 30 June 2022, the maximum limit of the banking facilities available to the Group amounted to HK\$14.0 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 3.08% per annum as at 30 June 2022 (31 December 2021: 2.8%).

## 流動資金及資本資源

### 財務資源、流動資金及資本架構

本集團主要透過經營活動產生的現金及計息銀行借款撥付其營運所需資金。

本集團於2022年6月30日錄得流動負債淨額約53.5百萬港元(2021年12月31日: 38.4百萬港元)。

於2022年6月30日,本集團的流動比率約為0.3(2021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1,103.3%(2021年12月31日: 403.9%)。該增加主要是由於本集團於該期間產生重大虧損。

於2022年6月30日,可供本集團動用的銀行融資的最高限額為14.0百萬港元且已悉數動用。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。2022年6月30日的加權平均年利率為3.08%(2021年12月31日: 2.8%)。

## OTHER INFORMATION

### 其他資料

The capital structure of the Company comprised ordinary share only. As at 30 June 2022, the Company has 1,159,780,000 ordinary shares in issue after cancelling 1,410,000 of the Shares repurchased. Total equity attributable to owners of the Company amounted to approximately HK\$16.3 million as at 30 June 2022 (31 December 2021: HK\$22.0 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.

### 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 2022.

本公司的股本架構僅包括普通股。於2022年6月30日，本公司於註銷1,410,000股購回股份後已發行1,159,780,000股普通股。於2022年6月30日，本公司擁有人應佔權益總額約為16.3百萬港元(2021年12月31日：22.0百萬港元)。

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。

### 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2022年6月30日止六個月，本集團並無重大外匯風險敞口。



## 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 2022. 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 January 2022, Between Hong Kong Limited ("**Between HK**"), a wholly owned subsidiary of the Company, entered into a Share Swap Agreement with Hanneng Limited ("**Hanneng**"), which is wholly owned by Mr. Lo Yeung Kit, the spouse of Ms. PY Wong. Prior to the Share Swap Agreement, Ever Creation Asia Investment Limited ("**Ever Creation**") was owned as to 40% by Hanneng and 60% by Big Team Ventures Limited, a wholly owned subsidiary of the Company. Pursuant to the Share Swap Agreement, the Company sold its 40% interest in Between HK in exchange for Hanneng's 40% interest in Ever Creation, which resulted in the Company holding 100% interest of Ever Creation through Between HK.

## 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2022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。為管理流動資金風險，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資金架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2022年1月，Between Hong Kong Limited(「**Between HK**」)(本公司全資附屬公司)與Hanneng Limited(「**Hanneng**」)(由黃佩茵女士的配偶羅揚傑先生全資擁有)訂立一份換股協議。於訂立換股協議前，創恒亞太投資有限公司(「**創恒**」)分別由Hanneng及Big Team Ventures Limited(本公司全資附屬公司)擁有40%及60%的權益。根據換股協議，本公司出售其於Between HK的40%的權益以換取Hanneng於創恒的40%權益，使本公司通過Between HK持有創恒100%權益。

## OTHER INFORMATION

### 其他資料

Save as disclosed above, during the period ended 30 June 2022, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

### 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.

### CONTINGENT LIABILITIES

As at 30 June 2022, the Group did not have any material contingent liabilities (31 December 2021: nil).

### CAPITAL COMMITMENTS

As at 30 June 2022, the Group did not have any capital commitments (31 December 2021: HK\$0.9 million).

除上文所披露者外，截至2022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。

### 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。

### 或然負債

於2022年6月30日，本集團並無任何重大或然負債(2021年12月31日：無)。

### 資本承擔

於2022年6月30日，本集團並無任何資本承擔(2021年12月31日：0.9百萬港元)。

## DISCLOSURES UNDER RULES 17.22 TO 17.24 OF THE GEM LISTING RULES

Certain bank loan facilities of the Group are subject to certain covenants on financial gearing and capital requirements as commonly required under lending arrangements with financial institutions. 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. 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.

As at the date of this report, save as disclosed above, there is no circumstance which would give rise to a disclosure obligation on the part of the Group under Rules 17.22 to 17.24 of the GEM Listing Rules.

## DIVIDEND

The Board does not recommend the payment of a dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

## GEM上市規則第17.22至17.24條之披露

本集團的若干銀行貸款融資受限於財務比率及資本要求的履行契約，此等契約常見於向財務機構之借貸安排。董事獲悉由於本集團未能滿足若干財務標準(其乃按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。

於本報告日期，除上文所披露者外，概無任何情況會導致本集團根據GEM上市規則第17.22至17.24條承擔披露責任。

## 股息

董事會不建議就截至2022年6月30日止六個月派付任何股息(截至2021年6月30日止六個月：無)。

## OTHER INFORMATION

### 其他資料

#### PLEDGE OF ASSETS

As at 30 June 2022, the Group has pledged bank deposits with the total amount of HK\$5.0 million as security for the Group's banking facilities (31 December 2021: 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.

#### 資產抵押

於2022年6月30日，本集團已抵押銀行存款合共5.0百萬港元(2021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一份配售協議，據此，本集團委任配售代理促使合共不少於六名承配人(其自身及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港元的配售價配售最多合共171,910,000股配售股份。本公司股份於2020年9月7日的收市價為每股股份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。

## OTHER INFORMATION

### 其他資料

	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 HK\$ million 百萬港元	Approximate percentage of total net proceeds 佔總所得款項 淨額 概約百分比 %	Actual use of net proceeds up to 30 June 2022 直至2022年 6月30日的 所得款項淨額 實際用途 HK\$ million 百萬港元	Unused total net proceeds up to 30 June 2022 直至2022年 6月30日的 尚未動用總 所得款項淨額 HK\$ million 百萬港元
Use of net proceeds from the Placing I 配售I所得款項淨額用途				
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	4.5	34.1%	1.9	2.6
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%	2.5	–
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%	10.6	2.6

## OTHER INFORMATION 其他資料

### 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.

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.

### 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(其自身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港元的配售價配售最多合共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。

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)擴大精品咖啡業務；(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。

## OTHER INFORMATION

### 其他資料

	Planned use of proceeds as described in the announcement dated 25 May 2021 日期為2021年 5月25日 的公告所述的 所得款項計劃 用途 HK\$ million 百萬港元	Approximate percentage of total net proceeds 估總所得款項 淨額 概約百分比 %	Actual use of net proceeds up to 30 June 2022 直至2022年 6月30日 的所得款項淨額 實際用途 HK\$ million 百萬港元	Unused total net proceeds up to 30 June 2022 直至2022年 6月30日 的尚未動用 總所得款項淨額 HK\$ million 百萬港元
Use of net proceeds from the Placing II 配售II所得款項淨額用途				
Expanding the specialty coffee business 擴大精品咖啡業務	9.0	51.4%	5.0	4.0
Developing casual dining business 發展休閒餐飲業務	5.3	30.3%	5.2	0.1
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%	13.4	4.1



## EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2022, the Group employed a total of 411 employees (31 December 2021: 388) including the executive Directors. For the six months ended 30 June 2022, total staff costs amounted to approximately HK\$43.0 million (30 June 2021: approximately HK\$40.9 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.

## 僱員及薪酬政策

於2022年6月30日，本集團共僱用411名僱員(2021年12月31日：388名)，其中包括執行董事。截至2022年6月30日止六個月，員工成本總額約為43.0百萬港元(2021年6月30日：約40.9百萬港元)。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。

## 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 2022, 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2022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至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：

## OTHER INFORMATION 其他資料

(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	Capacity in which interests are held	Interests in Shares	Equity derivatives (share options) 股本衍生工具 (購股權)	Total interests	Approximate percentage of issued share capital of the Company (Note 1) 佔本公司已發行股本的概約百分比 (附註1)
董事姓名	持有權益之身份	於股份的權益		權益總額	
Ms. Wong Pui Yain (Note 2) 黃佩茵女士(附註2)	Interest in a controlled corporation 受控制法團權益	409,670,000 (L)		520,416,000	44.86%
	Beneficial owner 實益擁有人	79,766,000 (L)	1,850,000(L)		
	Interest of spouse 配偶權益	29,130,000 (L)			
Ms. Wan Suet Yee Cherry (Note 3) 溫雪熾女士(附註3)	Beneficial owner 實益擁有人		1,850,000(L)	1,850,000(L)	0.16%
Mr. Leung Yuk Lun Ulric (Note 3) 梁玉麟先生(附註3)	Beneficial owner 實益擁有人		750,000(L)	750,000(L)	0.06%
Mr. Devin Nijanthan Channugam (Note 3) Devin Nijanthan Channugam 先生(附註3)	Beneficial owner 實益擁有人		750,000(L)	750,000(L)	0.06%
Mr. Wee Keng Hiong Tony (Note 4) Wee Keng Hiong Tony 先生(附註4)	Beneficial owner 實益擁有人	1,000,000(L)	750,000(L)	1,750,000(L)	0.15%

(L) denotes long position

(L) 表示好倉

## OTHER INFORMATION

### 其他資料

#### Notes:

1. As at 30 June 2022, the issued share capital of the Company is 1,159,780,000 shares.
2. Ms. Wong Pui Yain was interested in a total of 520,416,000 Shares, of which her interest in (i) 79,766,000 Shares was held in her capacity as beneficial owner; (ii) 409,670,000 Shares was held through her controlling corporation, Giant Mind, 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) 1,850,000 Shares relate to Shares which may be issued pursuant to options granted to her under the Share Option Scheme; and (iv) 29,130,000 Shares related to shares held by her spouse, Mr. Lo Yeung Kit, Alan, which is deemed to be interested in under Part XV of the SFO.
3. Such interests relate to Share which may be issued pursuant to options granted to the Director under the Share Option Scheme.
4. Mr. Wee Keng Hiong, Tony, was interested in a total of 1,750,000 Shares, of which his interest is (i) 1,000,000 Shares was held in his capacity as beneficial owner; and (ii) 750,000 Shares relate to Shares which may be issued pursuant to options granted to him under the Share Option Scheme.

#### 附註：

1. 於2022年6月30日，本公司之已發行股本為1,159,780,000股股份。
2. 黃佩茵女士於合共520,416,000股股份中擁有權益，其中彼(i)於79,766,000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，其被視為為該法團擁有權益；(iii)於1,850,000股股份中擁有的權益涉及根據購股權計劃授予其的購股權而可能發行的股份；及(iv)於29,130,000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，其被視為為該等股份中擁有權益。
3. 有關權益涉及根據購股權計劃授予董事的購股權而可能發行的股份。
4. Wee Keng Hiong Tony先生於合共1,750,000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750,000股股份中擁有的權益涉及根據購股權計劃授予其的購股權而可能發行的股份。

## 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 持股比例
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 409,670,000 Shares, representing approximately 35.32% shareholding in the issued share capital of the Company.

附註：

Giant Mind持有409,670,000股股份，佔本公司已發行股本約35.32%。

Save as disclosed above, as at 30 June 2022, 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2022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 2022, 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 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	Approximately Percentage of Shareholding as at 30 June 2022 於2022年6月30日 的概約持股百分比
Mr. Lo Yeung Kit, Alan (Note 2) 羅揚傑先生(附註2)	Beneficial owner 實益擁有人	29,130,000 (L)	44.86%
	Interest of spouse 配偶權益	491,286,000 (L)	
Giant Mind (Note 3) (附註3)	Beneficial owner 實益擁有人	409,670,000 (L)	35.32%
Mr. Ko Kin Hang (Note 4) 高健行先生(附註4)	Beneficial owner 實益擁有人	64,990,000 (L)	5.60%
Chartwell Value Master Fund (Note 5) (附註5)	Beneficial owner 實益擁有人	53,610,000 (L)	4.62%

(L) denotes long position

(L) 表示好倉

#### 主要股東及其他人士於股份及相關股份的權益及淡倉

於2022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

## OTHER INFORMATION 其他資料

Notes:

1. As at 30 June 2022, the issued share capital of the Company is 1,159,980,000 Shares.
2. Mr. Lo Yeung Kit, Alan was interested in a total of 520,416,000 Shares, of which his interest in (i) 28,580,000 Shares was held in his capacity as beneficial owner; (ii) 491,286,000 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; and (iii) 550,000 Shares relate to Shares which may be issued pursuant to options granted to him under the Share Option Scheme.
3. Giant Mind is a controlled corporation owned as to 100% by Ms. Wong Pui Yain, the controlling shareholder of the Company and a Director.
4. 64,999,000 Shares were owned by Mr. Ko in his personal capacity.
5. Based on disclosure of interests forms filed with the 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 Stock Exchange in connection with any cessation of holding of notifiable interest under Part XV of the SFO.

附註：

1. 於2022年6月30日，本公司已發行股本為1,159,980,000股股份。
2. 羅揚傑先生於合共520,416,000股股份中擁有權益，其中彼(i)於28,580,000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491,286,000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；及(iii)於550,000股股份中擁有的權益涉及因其根據購股權計劃獲授的購股權而可能發行的股份。
3. Giant Mind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。
4. 高先生以個人身份擁有64,999,000股股份。
5. 根據證券及期貨條例的規定提交予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聯交所提交權益披露表。

## OTHER INFORMATION

### 其他資料

Save as disclosed above, as at 30 June 2022, 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.

### SHARE OPTION SCHEME

The Company conditionally adopted 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.

除上文所披露者外，於2022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。

### 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。



## OTHER INFORMATION 其他資料

As at 30 June 2022, details of the Share Option Scheme are as follows:

於2022年6月30日，購股權計劃的詳情如下：

Grantee	Date of grant	Exercisable period	Exercise price per Shares 每股行使價 HK\$ 港元	Balance as at 1 January 2022 於2022年 1月1日的結餘	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/失效	Balance as at 30 June 2022 於2022年 6月30日的結餘	Price per share immediately before date of grant 緊接授出日期前的每股價格
<b>Directors</b>									
<b>董事</b>									
Wong Pui Yain 黃佩茵	11.01.2021	11.01.2021 – 10.01.2024 (Note 2&4) (附註2及4)	0.13	850,000		-	-	850,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 3&4) (附註3及4)	0.10	0	1,000,000	-	-	1,000,000	0.093
Sub-total 小計:				850,000				1,850,000	
Wan Suet Yee Cherry 溫雪儀	11.01.2021	11.01.2021 – 10.01.2024 (Note 2&4) (附註2及4)	0.13	850,000		-	-	850,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 3&4) (附註3及4)	0.10	0	1,000,000	-	-	1,000,000	0.093
Sub-total 小計:				850,000				1,850,000	

## OTHER INFORMATION

### 其他資料

Grantee	Date of grant	Exercisable period	Exercise price per Shares 每股行使價 HK\$ 港元	Balance as at 1 January 2022 於2022年 1月1日的結餘	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/失效	Balance as at 30 June 2022 於2022年 6月30日的結餘	Price per share immediately before date of grant 緊接授出日期前的 每股價格
Leung Yuk Lun Ulrich 梁玉麟	11.01.2021	11.01.2021 – 10.01.2024 (Note 284) (附註2及4)	0.13	350,000		–	–	350,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 384) (附註3及4)	0.10	0	400,000	–	–	400,000	0.093
Sub-total 小計:				350,000				750,000	
Devin Nijanthan Chanmugam	11.01.2021	11.01.2021 – 10.01.2024 (Note 284) (附註2及4)	0.13	350,000		–	–	350,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 384) (附註3及4)	0.10	0	400,000	–	–	400,000	0.093
Sub-total 小計:				350,000				750,000	

## OTHER INFORMATION 其他資料

Grantee	Date of grant	Exercisable period	Exercise price per Shares 每股行使價 HK\$ 港元	Balance as at 1 January 2022 於2022年 1月1日的結餘	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/失效	Balance as at 30 June 2022 於2022年 6月30日的結餘	Price per share immediately before date of grant 緊接授出日期前 的每股價格
Wee Keng Hong Tony	11.01.2021	11.01.2021 – 10.01.2024 (Note 284) (附註2及4)	0.13	350,000		–	–	350,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 384) (附註3及4)	0.10		400,000	–	–	400,000	0.093
Sub-total 小計:				350,000				750,000	
<b>Employees</b> 僱員									
Employees 僱員	11.01.2021	11.01.2021/ 10.01.2024	0.13	500,000	–	–	–	500,000	0.121
	19.01.2022	19.01.2022/ 18.01.2032	0.1	–	3,300,000	–	–	3,300,000	0.093
Sub-total 小計:				500,000				3,800,000	
<b>Consultants</b> 顧問									
Lo Yeung Kit, Alan 羅揚傑	19.01.2022	19.01.2022/ 18.01.2032	0.1	–	550,000	–	–	550,000	0.093
	Leung Man Yee, Sophia 梁敏兒	11.01.2021	11.01.2021/ 10.01.2024	0.13	500,000	–	–	–	500,000
19.01.2022		19.01.2022/ 18.01.2032	0.10	–	550,000	–	–	550,000	0.093
Sub-total 小計:				500,000				1,600,000	
<b>Total 總計:</b>				3,750,000				11,350,000	

## OTHER INFORMATION

### 其他資料

Notes	附註
1. As at 31 March 2022, the issued share capital of the Company is 1,159,980,000 shares.	1. 於2022年3月31日，本公司已發行股本為1,159,980,000股股份。
2. The option period of the options shall be three years from the date of acceptance and the options shall be lapsed at the expiry of the option period.	2. 購股權之購股權期限由接納日期起計三年，並將於購股權期限屆滿時失效。
3. The options shall be exercisable for a period of ten years commencing from the last date of acceptance for the grant of share options (i.e. 19 January, 2022) and ending on 18 January, 2032.	3. 購股權可於自授出購股權的截止接納日期(即2022年1月19日)起至2032年1月18日止十年期間行使。
4. No share option had been exercised, cancelled and lapsed as at 30 June 2022.	4. 於2022年6月30日，概無購股權獲行使、註銷及失效。
5. Mr. Lo Yeung Kit, Alan is the consultant and spouse of Ms. Wong Pui Yin.	5. 羅揚傑先生為顧問及黃佩茵女士的配偶。
6. Ms. Leung Man Yee Sophia (" <b>Ms. Leung</b> ") has been engaged by the Company to provide advice to the chief executive officer of the Company on corporate strategy in administrative and head office-related matters as a business consultant of the Group over the years. Ms. Leung is independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules) of the Company. The share options were granted to Ms. Leung (i) as part of her remuneration for services provided; and (ii) with a view to further incentivise her to provide continued services, and contribute to sustaining and improving the organisational efficacy, performance and productivity, of the Group. The grant of the share options constitutes reward for services rendered and will furnish her with a personal stake in the Company. The Directors believe the grant of share options to Ms. Leung will serve to incentivise her to remain retained with the Group and to contribute further to the development and growth of the Group for the benefit of the Shareholders.	6. 梁敏兒女士(「 <b>梁女士</b> 」)多年來一直受聘於本公司擔任本集團業務顧問，就本公司行政及總部相關事宜的公司策略向本公司行政總裁提供意見。梁女士獨立於本公司及其關連人士(定義見GEM上市規則)，且與彼等並無關連。向梁女士授出購股權(i)作為其提供服務的部分酬金；及(ii)旨在進一步鼓勵其繼續提供服務，並對維持及改善本集團的組織效能、表現及生產力作出貢獻。授出購股權是對所提供服務的回報，並將為其提供本公司的個人股份。董事相信，向梁女士授出購股權將激勵其繼續留任本集團，並為本集團的發展及增長作出進一步貢獻，符合股東的利益。

## OTHER INFORMATION 其他資料

On 19 January 2022, a total of 7,600,000 share options were granted to certain Directors and employees and consultants of the Group under the Share Option Scheme with an exercise price of HK\$0.1 per share and an exercise period ranging from 19 January 2022 to 18 January 2032. The closing price of the shares immediately before the date of grant was HK\$0.093 per share. The price of the Company's shares at the date of grant was HK\$0.089 per share. Details of the said grant of share options are set out in the Company's announcement dated 19 January 2022.

No share options were exercised, lapsed or canceled under the Share Option Scheme during the six months ended 30 June 2022. No fulfillment or vesting period condition were associated with the share options.

於2022年1月19日，根據購股權計劃向本集團若干董事及僱員以及顧問授予合共7,600,000份購股權，行使價為每股0.1港元，行使期由2022年1月19日至2032年1月18日。股份於緊接授出日期前的收市價為每股0.093港元。本公司股份於授出日期的價格為每股0.089港元。有關上述授出購股權的詳情載列於本公司日期為2022年1月19日的公告。

於截至2022年6月30日止六個月，購股權計劃項下的購股權概無獲行使、失效或被註銷。概無與購股權相關的履行或歸屬期條件。

## OTHER INFORMATION

### 其他資料

At the date of this report, the Company had 11,350,000 options outstanding under the Share Option Scheme, which represented approximately 0.98% of the Company's issued shares as at the date of this report. The Company had 3,750,000 and 11,350,000 share options outstanding under the Share Option Scheme as at 1 January 2022 and 30 June 2022 respectively.

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 prices of the share options (i.e. HK\$0.13 per share and HK\$0.10 per share) was greater than the closing market price of the Company as at 30 June 2022 (i.e. HK\$0.067).

於本報告日期，本公司購股權計劃項下有11,350,000份購股權尚未行使，佔本公司於本報告日期已發行股份約0.98%。於2022年1月1日及2022年6月30日，本公司購股權計劃項下分別有3,750,000及11,350,000份購股權尚未行使。

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港元及每股0.10港元)高於本公司於2022年6月30日的收市價(即0.067港元)。

## 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 Chamugam 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 2022 and the effectiveness of internal control procedures of the Group.

## 審核委員會

本公司已遵照GEM上市規則第5.28至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 Chamugam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2022年6月30日止六個月的未經審核簡明綜合業績及本集團內部控制程序的有效性。

## OTHER INFORMATION

### 其他資料

#### 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.

#### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

The total of 200,000 shares repurchased in December, 2021 was cancelled on 13 May 2022.

Following the cancellation of shares, the issued capital of the Company was 1,159,780,000 shares. Except as disclosed herein, 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.

#### 董事的證券交易

本公司已按不較GEM上市規則第5.48至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。

#### 購買、出售或贖回本公司上市證券

於2021年12月購回的合共200,000股股份已於2022年5月13日註銷。

於註銷股份後，本公司的已發行股本為1,159,780,000股股份。除本報告所披露者外，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。



## 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 C.2.1 of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the “CG Code”), the Company has complied with the code provisions set out in the CG Code during the period under review. Code provision C.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 Yain is both the chairperson of the Board and the chief executive officer of the Company. In view of Ms. Wong Pui Yain’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 Pui Yain’s taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the code provision C.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.

## 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GEM上市規則附錄十五所載企業管治守則(「企業管治守則」)第C.2.1條守則條文外，本公司於回顧期間已遵守企業管治守則所載守則條文。企業管治守則第C.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。鑒於黃佩茵女士自2010年起於本集團日常營運及管理方面的角色，董事會相信黃佩茵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C.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。

## OTHER INFORMATION

### 其他資料

#### 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.

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

Hong Kong, 9 August 2022

*As at the date hereof, the Board comprises Ms. Wong Pui Yin 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.*

#### 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。

承董事會命  
佳民集團有限公司  
主席  
**黃佩茵**

香港，2022年8月9日

於本報告日期，董事會包括執行董事黃佩茵女士及溫雪儀女士；及獨立非執行董事梁玉麟先生、Devin Nijanthan Chanmugam先生及Wee Keng Hiong Tony先生。