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Noble House (China) Holdings Limited

名軒（中國）控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8246)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2012

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

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This announcement, for which the directors of Noble House (China) Holdings Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to Noble House (China) Holdings Limited (the “Company”). The Directors, 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.

UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

The Board hereby announces the unaudited condensed consolidated results of the Group for the three months and six months ended 30 June 2012 together with the comparative figures for the last corresponding periods.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2012

		Three months ended		Six months ended	
		30.6.2012	30.6.2011	30.6.2012	30.6.2011
	NOTES	RMB'000	RMB'000	RMB'000	RMB'000
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
Continuing Operations					
Revenue	3	28,203	27,419	60,786	59,596
Other income	4	61	3	133	6
Other gains and losses		1	—	1	—
Cost of inventories consumed		(9,742)	(12,172)	(22,561)	(27,138)
Staff cost		(6,854)	(5,585)	(13,221)	(11,132)
Depreciation of property, plant and equipment		(383)	(1,017)	(823)	(1,712)
Utilities and consumables		(1,240)	(811)	(2,172)	(1,680)
Rental and related expenses		(4,310)	(4,037)	(8,572)	(8,001)
Advertising and marketing expenses		(331)	(923)	(650)	(1,383)
Other expenses		(4,672)	(1,403)	(8,453)	(4,223)
Share of (loss) profit of associates		(210)	47	(745)	150
		<u>523</u>	<u>1,521</u>	<u>3,723</u>	<u>4,483</u>
Profit before tax		523	1,521	3,723	4,483
Income tax expense	5	(100)	(400)	(1,257)	(1,163)
		<u>423</u>	<u>1,121</u>	<u>2,466</u>	<u>3,320</u>
Profit and total comprehensive income for the period from continuing operations		423	1,121	2,466	3,320
Discontinued operation					
Loss and total comprehensive expense for the period from discontinued operation	6	—	(296)	—	(335)
		<u>—</u>	<u>(296)</u>	<u>—</u>	<u>(335)</u>
Profit and total comprehensive income for the period		<u>423</u>	<u>825</u>	<u>2,466</u>	<u>2,985</u>

<i>NOTES</i>	Three months ended		Six months ended	
	30.6.2012	30.6.2011	30.6.2012	30.6.2011
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>

Profit and total comprehensive
income for the period
attributable to:

Owners of the Company

– Profit and total comprehensive income for the period from continuing operations	518	1,098	2,463	3,145
– Loss and total comprehensive expense for the period from discontinued operation	<u>–</u>	<u>(296)</u>	<u>–</u>	<u>(335)</u>

Profit and total comprehensive
income attributable to the
owners of the Company

518	802	2,463	2,810
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Non controlling interests

– (Loss) profit and total comprehensive (expense) income for the period from continuing operations	<u>(95)</u>	<u>23</u>	<u>3</u>	<u>175</u>
	423	825	2,466	2,985

Earnings per share (RMB), basic: 7

From continuing and discontinued operations	<u>0.002</u>	<u>0.004</u>	<u>0.009</u>	<u>0.013</u>
From continuing operations	<u>0.002</u>	<u>0.005</u>	<u>0.009</u>	<u>0.015</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2012

	NOTES	30.6.2012 RMB'000 (unaudited)	31.12.2011 RMB'000 (audited)
Non-current assets			
Property, plant and equipment	9	6,904	6,053
Rental deposits		3,100	1,934
Interests in associates	10	1,998	1,496
Amounts due from associates	11	6,792	4,055
Deposit for acquisition of property, plant and equipment		3,000	5,000
		<u>21,794</u>	<u>18,538</u>
Current assets			
Inventories		10,324	9,269
Trade and other receivables	12	17,052	16,738
Amount due from an associate	11	–	2,570
Restricted bank balance		–	16,364
Bank balances and cash		32,629	34,319
		<u>60,005</u>	<u>79,260</u>
Current liabilities			
Trade and other payables	13	10,034	27,448
Prepayment from customers		20,265	19,488
Tax liabilities		3,760	5,588
		<u>34,059</u>	<u>52,524</u>
NET CURRENT ASSETS		<u>25,946</u>	<u>26,736</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>47,740</u>	<u>45,274</u>
Capital and reserves			
Share capital	14	2,291	2,291
Reserves		44,433	41,970
Equity attributable to owners of the Company		46,724	44,261
Non-controlling interests		1,016	1,013
		<u>47,740</u>	<u>45,274</u>

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the six months ended 30 June 2012

	Attributable to owners of the Company					Non- controlling interests RMB'000	Total RMB'000
	Share Capital RMB'000	Share premium RMB'000	Accumulated profits RMB'000	Special reserve RMB'000	Total RMB'000		
At 1 January 2011 (audited)	528	–	6,326	–	6,854	584	7,438
Profit and total comprehensive income recognised for the period	–	–	2,810	–	2,810	175	2,985
Dividend paid to non-controlling interests (<i>note 8</i>)	–	–	–	–	–	(72)	(72)
At 30 June 2011 (unaudited)	<u>528</u>	<u>–</u>	<u>9,136</u>	<u>–</u>	<u>9,664</u>	<u>687</u>	<u>10,351</u>
At 1 January 2012 (audited)	2,291	31,076	10,366	528	44,261	1,013	45,274
Profit and total comprehensive income recognised for the period	–	–	2,463	–	2,463	3	2,466
At 30 June 2012 (unaudited)	<u>2,291</u>	<u>31,076</u>	<u>12,829</u>	<u>528</u>	<u>46,724</u>	<u>1,016</u>	<u>47,740</u>

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the six months ended 30 June 2012

	Six months ended	
	30.6.2012	30.6.2011
	RMB'000	RMB'000
	(unaudited)	(unaudited)
OPERATING ACTIVITIES		
Cash (used in) generated from operations	(11,543)	7,353
Income tax paid	(3,085)	(1,814)
Net cash (used in) generated from operating activities	(14,628)	5,539
INVESTING ACTIVITIES		
Advance to associates	(1,792)	(4,025)
Purchase of property, plant and equipment	(1,674)	(315)
Proceeds from release of restricted bank balance	16,364	—
Advance to directors	—	(1,193)
Refund of deposit for acquisition of property, plant and equipment	2,000	—
Repayment of advance from an independent third party	1,900	—
Repayment from an associate	495	—
Other investing activities items	16	(493)
Net cash from (used in) investing activities	17,309	(6,026)
FINANCING ACTIVITIES		
Payment of transaction costs directly attributable to the issuance of shares	(4,371)	—
Other financing activities items	—	(356)
Net cash used in financing activities	(4,371)	(356)
Decrease in cash and cash equivalents	(1,690)	(843)
Cash and cash equivalents at beginning of the period	34,319	5,938
Cash and cash equivalents at end of the period, represented by bank balances and cash	32,629	5,095

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2012

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 (IAS 34), *Interim Financial Reporting* as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the GEM Listing Rules).

2. PRINCIPAL ACCOUNTING POLICIES

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

Except as disclosed below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2012 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2011.

In the current interim period, the Group has applied, for the first time, certain amendments to International Financial Reporting Standards ("IFRSs") that are mandatorily effective for the current interim period. The application of these amendments to IFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

3. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by reportable and operating segments:

Segment information is presented below.

Six months ended 30 June 2012

Continuing operations

	Shanghai RMB'000	Beijing RMB'000	Qingdao RMB'000	Segment total RMB'000	Eliminations RMB'000	Total RMB'000
REVENUE						
External sales	45,348	11,578	3,860	60,786	–	60,786
Inter-segment management service fee and sales of processed food	4,627	–	–	4,627	(4,627)	–
Total	49,975	11,578	3,860	65,413	(4,627)	60,786
RESULT						
Segment result	4,832	1,730	417	6,979		6,979
Unallocated corporate expenses						(2,511)
Share of losses of associates						(745)
Profit before tax						3,723

Six months ended 30 June 2011

Continuing operations

	Shanghai RMB'000	Beijing RMB'000	Qingdao RMB'000	Segment total RMB'000	Eliminations RMB'000	Total RMB'000
REVENUE						
External sales	41,296	13,530	4,770	59,596	–	59,596
Inter-segment management service fee and sales of processed food	4,094	–	–	4,094	(4,094)	–
Total	<u>45,390</u>	<u>13,530</u>	<u>4,770</u>	<u>63,690</u>	<u>(4,094)</u>	<u>59,596</u>
RESULT						
Segment result	<u>2,353</u>	<u>1,156</u>	<u>1,029</u>	<u>4,538</u>		4,538
Unallocated corporate expenses						(205)
Share of profit of associates						<u>150</u>
Profit before tax						<u>4,483</u>

4. OTHER INCOME

Continuing operations

	Three months ended		Six months ended	
	30.6.2012	30.6.2011	30.6.2012	30.6.2011
	RMB'000	RMB'000	RMB'000	RMB'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Interest income	2	3	16	6
Imputed interest income on advances granted to associates	59	–	117	–
	<u>61</u>	<u>3</u>	<u>133</u>	<u>6</u>

5. INCOME TAX EXPENSE

Continuing operations

	Three months ended		Six months ended	
	30.6.2012	30.6.2011	30.6.2012	30.6.2011
	RMB'000	RMB'000	RMB'000	RMB'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Enterprise income tax in the PRC				
Current tax	100	400	1,771	1,163
Overprovision in prior year	–	–	(514)	–
	<u>100</u>	<u>400</u>	<u>1,257</u>	<u>1,163</u>

Hong Kong

No provision for taxation has been made in the condensed consolidated statement of comprehensive income for both periods as the Group's income neither arises in nor derived from Hong Kong.

PRC

PRC subsidiaries located in Beijing and Shanghai except Shanghai Pudong New Area were subject to PRC Enterprise Income Tax ("EIT") at a rate of 25% for the six months ended 30 June 2012 and 2011.

For the PRC subsidiaries which are located in Shanghai Pudong New Area, their applicable income tax rates are 25% for the period ended 30 June 2012 (six months ended 30 June 2011: 24%).

During the period, the EIT rate of a subsidiary located in Qingdao has been changed from 3% on the revenue to 25% on the estimated assessable profit.

6. DISCONTINUED OPERATION

In June 2011, the Company ceased the operation of a restaurant in Ningbo which was operated by Ningbo Noble House Food and Beverage Co., Ltd. ("Ningbo Noble House"), a subsidiary of the Company.

The results of Ningbo Noble House during the period from 1 January 2011 to 30 June 2011 were as follows:

	1.1.2011 to 30.6.2011 RMB'000
Revenue	1,835
Other gains and losses	(2)
Cost of inventories consumed	(983)
Staff cost	(665)
Depreciation of property, plant and equipment	(33)
Utilities and consumables	(91)
Rental expenses	(159)
Advertising and marketing expenses	(7)
Other expenses	(230)
Loss before tax	(335)
Income tax expense (<i>note</i>)	—
Loss and total comprehensive expense for the period	<u>(335)</u>

Note: Ningbo Noble House was subject to EIT at a rate of 25% for the six months ended 30 June 2011. No provision for taxation has been made for the six months ended 30 June 2011 since Ningbo Noble House had no assessable profit for the period.

7. EARNINGS PER SHARE

From continuing and discontinued operations

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

	Three months ended		Six months ended	
	30.6.2012	30.6.2011	30.6.2012	30.6.2011
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>
Profit for the period attributable to owners of the Company for the purpose of basic earnings per share	<u>518</u>	<u>802</u>	<u>2,463</u>	<u>2,810</u>
Weighted average number of ordinary shares for the purpose of basic earnings per share	<u>280,000,000</u>	<u>210,000,000</u>	<u>280,000,000</u>	<u>210,000,000</u>

The weighted average number of ordinary shares for the purpose of basic earnings per share for the six months ended 30 June 2011 had been adjusted retrospectively assuming that the Group reorganisation (“Reorganisation”) and the issue of shares upon capitalisation (as described in note 14 (iv)) have been effective from 1 January 2011 and accordingly, the 210,000,000 ordinary shares of the Company which were in issue and outstanding immediately after the Reorganisation and share capitalisation were assumed to have been issued and outstanding as at 1 January 2011.

No diluted earnings per share has been presented for both periods as the Company has no potential ordinary shares outstanding during both periods.

From continuing operations

The calculation of the basic earnings per share from continuing operations attributable to the owners of the Company is based on the following data:

Earnings figures are calculated as follows:

	Three months ended		Six months ended	
	30.6.2012	30.6.2011	30.6.2012	30.6.2011
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>
Profit for the period attributable to owners of the Company	518	802	2,463	2,810
Add: loss for the period from discontinued operation	<u>—</u>	<u>296</u>	<u>—</u>	<u>335</u>
Profit for the purpose of basic earnings per share from continuing operations	<u>518</u>	<u>1,098</u>	<u>2,463</u>	<u>3,145</u>

The denominators used are the same as those detailed above.

From discontinued operations

The calculation of the basic losses per share from discontinued operations attributable to the owners of the Company is based on the following data:

	Three months ended		Six months ended	
	30.6.2012	30.6.2011	30.6.2012	30.6.2011
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>
Loss for the period attributable to owners of the Company for the purposes of basic losses per share	—	(296)	—	(335)
Basic losses per share from discontinued operations (RMB)	<u>—</u>	<u>(0.0014)</u>	<u>—</u>	<u>(0.0016)</u>

The denominators used are the same as those detailed above.

8. DIVIDENDS

Other than the dividend paid to the non-controlling interests as set out in the condensed consolidated statement of changes in equity, no dividend were paid, declared or proposed to other shareholders of the Group during the six months ended 30 June 2011.

No dividends were paid, declared or proposed during the six months ended 30 June 2012. The directors have determined that no dividend will be paid in respect of the six months ended 30 June 2012.

9. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group acquired property, plant and equipment amounting to approximately RMB1,674,000 (six months ended 30 June 2011: approximately RMB315,000) for the purpose of expanding the Group's business.

10. INTERESTS IN ASSOCIATES

	30.6.2012	31.12.2011
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(unaudited)</i>	<i>(audited)</i>
Cost of unlisted investment in associates	400	400
Deemed capital contribution (<i>note</i>)	2,006	759
Share of post-acquisition results	<u>(408)</u>	<u>337</u>
	<u>1,998</u>	<u>1,496</u>

Note: Deemed capital contribution represents the imputed interest on interest-free loan to the associates.

11. AMOUNTS DUE FROM ASSOCIATES

	30.6.2012 RMB'000 (unaudited)	31.12.2011 RMB'000 (audited)
Dong Hai Noble House Food and Beverage Co., Ltd ("Dong Hai Noble House") – non-trade (<i>note (a)</i>)	5,055	4,055
Chengdu Noble House Food and Beverage Co., Ltd ("Chengdu Noble House") – non-trade (<i>note (b)</i>)	1,737	–
Chengdu Noble House – non-trade (<i>note (b)</i>)	–	2,570
	<u>6,792</u>	<u>6,625</u>
Less: amount due within one year	–	(2,570)
	<u><u>6,792</u></u>	<u><u>4,055</u></u>

Notes:

- (a) As at 30 June 2012 and 31 December 2011, the amount represents advances to finance the operations of Dong Hai Noble House and is interest free and has no fixed repayment terms. Imputed interest is computed at 6.65% per annum. The management of the Group considered the amount will not be settled within the next twelve months, and thus classified it as non-current asset.
- (b) As at 31 December 2011, the amount was unsecured, interest-free and has no fixed repayment terms and was classified as current asset. As at 30 June 2012, the amount represents further advances to finance the operating activities of Chengdu Noble House and is interest free and has no fixed repayment terms. Imputed interest is computed at 6.4% per annum. The management of the Group considers the amount will not be settled within the next twelve months, and thus classified it as non-current asset.

12. TRADE AND OTHER RECEIVABLES

Generally, there was no credit period for sales from operation of restaurants, except for certain well established, corporate customers for which the credit terms are up to 90 days. The aged analysis of the Group's trade receivables based on invoice date at the end of the reporting period are as follows:

	30.6.2012 RMB'000 (unaudited)	31.12.2011 RMB'000 (audited)
Trade receivables:		
0 – 30 days	1,929	1,756
31 – 60 days	569	607
61 – 90 days	417	302
91 – 120 days	870	503
121 – 150 days	455	133
151 – 180 days	2,244	122
less: allowance for doubtful debts	(4)	–
	6,480	3,423
Other receivables and deposits:		
Prepayments to suppliers	6,994	8,940
Payment on behalf of restaurants managed or serviced by the group	607	847
Advance to an independent third party (<i>note</i>)	2,382	1,900
Others	686	1,730
Less: allowance for doubtful debts	(97)	(102)
	10,572	13,315
	17,052	16,738

Note: As at 30 June 2012, the amount represented advance to a service provider, which is an independent third party, in the current period, for assisting the Group to set up a hairy crab store in Hong Kong and was unsecured and interest-free.

13. TRADE AND OTHER PAYABLES

The credit periods for trade payables range from 30 to 60 days.

Ageing analysis of the Group's trade payables based on invoice date is as follows:

	30.6.2012 RMB'000 (unaudited)	31.12.2011 RMB'000 (audited)
Trade payables:		
0 – 30 days	1,664	2,492
31 – 60 days	514	360
61 – 90 days	318	155
91 – 180 days	759	368
Over 180 days	9	364
	<u>3,264</u>	<u>3,739</u>
Other payables:		
Accruals	2,442	2,921
Other payables	4,328	7,539
Listing expenses payable	–	13,249
	<u>6,770</u>	<u>23,709</u>
	<u>10,034</u>	<u>27,448</u>

14. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised		
– on 8 September 2011 (date of incorporation) (<i>note i</i>)	38,000,000	380
– increase in authorised share capital (<i>note iii</i>)	7,962,000,000	79,620
	<u>8,000,000,000</u>	<u>80,000</u>
– at 31 December 2011 and 30 June 2012	<u>8,000,000,000</u>	<u>80,000</u>
Issued and fully paid		
– issue of share on 8 September 2011 (date of incorporation) (<i>note i</i>)	1	–
– issue of shares upon the Reorganisation on 12 December 2011 (<i>note ii</i>)	9,999	–
– capitalisation issue (<i>note iv</i>)	209,990,000	2,100
– issue on public floatation (<i>note v</i>)	70,000,000	700
	<u>280,000,000</u>	<u>2,800</u>
– at 31 December 2011 and 30 June 2012	<u>280,000,000</u>	<u>2,800</u>
	30.6.2012 RMB'000 (unaudited)	31.12.2011 RMB'000 (audited)
Shown on the condensed consolidated statement of financial position	<u>2,291</u>	<u>2,291</u>

Notes:

- (i) The Company was incorporated on 8 September 2011 with an authorised share capital of HK\$380,000 divided into 38,000,000 ordinary shares with a nominal value of HK\$0.01 each and one nil-paid subscriber share with nominal value of HK\$0.01 was allotted to Mr. Chan Tai Neng (“Mr. Chan”), a director of the Company.
- (ii) On 8 December 2011, the nil-paid subscriber share was transferred from Mr. Chan to Blossom Merit Limited (“Blossom Merit”). On 12 December 2011, the Company acquired the entire issued share capital of Wealth Grade Limited (“Wealth Grade”) from Blossom Merit in consideration of which the Company allotted and issued 9,999 fully paid up shares to Blossom Merit and credited as fully paid at par the nil-paid subscriber share held by Blossom Merit. After the share transfer, Wealth Grade became a subsidiary of the Company.
- (iii) Pursuant to the written resolution of the sole shareholder of the Company passed on 12 December 2011, on 29 December 2011 the authorised share capital of the Company was increased from HK\$380,000 to HK\$80,000,000 by the creation of a further 7,962,000,000 shares.
- (iv) On 29 December 2011, the Company capitalised an amount of HK\$2,099,900 (equivalent to approximately RMB1,718,000) standing to the credit of its share premium account to allot and issue 209,990,000 shares credited as fully paid to Blossom Merit. Such shares rank pari passu in all respects with the then existing shares.
- (v) On 29 December 2011, the Company issued 70,000,000 shares pursuant to the Company’s initial public offering at a price of HK\$0.72 per share which was equivalent to approximately RMB 41,237,000 in total upon the listing of the shares of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The new shares allotted and issued rank pari passu in all respects with other shares in issue to the existing shareholders.

15. CAPITAL COMMITMENTS

	30.6.2012 RMB’000 <i>(unaudited)</i>	31.12.2011 <i>RMB’000</i> <i>(audited)</i>
Contracted for but not provided in the condensed consolidated financial statements		
– capital expenditure in respect of acquisition of plant and machinery	1,400	500
– capital expenditure in respect of investment in an associate	200	–

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

Revenue

As at 30 June 2012, we owned and operated eight restaurants under the Group's own brand name "Noble House (名軒)" across different regions in the PRC, including Shanghai, Beijing, Qingdao, Chengdu and Ningbo, managed and operated one restaurant in Dalian, and provided restaurant management consulting services to one restaurant in Nantong. Apart from these restaurants, we operated a food plant in Shanghai ("Shanghai Food Plant"), which was primarily established to provide food production services to our restaurants. We believe the planned expansion of our restaurant network in first-tier developed cities or cities in the PRC with potential economic growth helps to promote the brand and reputation of the Group to the targeted high spending customers and facilitates the Group in capturing and stabilising market share in the high-end dining industry.

For the six months ended 30 June 2012, the Group recorded an unaudited turnover of approximately RMB60,786,000, showing a 2.00% increase from approximately RMB59,596,000 for the corresponding period of the previous year. The increase in revenue was mainly attributable to the revenue growth by approximately RMB1,859,000 from sales of processed goods including spicy XO sauce with crab meat, crab-roe, processed abalone and braised meat, under the Group's own brand name "Noble House (名軒)". Such effects were partially offset by a slight decrease in revenue generated from operation of restaurants by approximately RMB668,000.

Revenue from operation of restaurants for the period ended 30 June 2012 remained stable at RMB57,319,000, representing a slight decrease of 1.16% from approximately RMB57,987,000 for the corresponding period of the previous year; likewise, revenue generated from the provision of management services remained stable across both six-month interim periods.

While both revenues from operation of restaurants and from provision of management services remained rather stable, during the first half of 2012, sales of processed goods registered significant growth, with revenue advanced by approximately RMB1,859,000 from approximately RMB886,000 in the first half of 2011 to approximately RMB2,745,000 for the corresponding period of the current year. The sales was derived from the Shanghai Food Plant, which was acquired by the Group in 2010 and commenced processing supplemental food products including, among others, spicy XO sauce with crab meat, crab-roe, processed abalone and braised meat, under the Group's own brand name "Noble House (名軒)", for supply to the Group's restaurants and a local supermarket in Shanghai. The growth was mainly driven by the increased recognition of the branded packaged food products offered by the Group, and the Group expects to increase its source of income by expanding its production capacities and the range of food products to be produced by the plant, so as to achieve a more diversified group of customers in near term.

Gross profit margin

Gross profit represents revenue less cost of inventories consumed. Gross profit margin of the Group increased from approximately 54.5% for the six months ended 30 June 2011 to approximately 62.9% for the six months ended 30 June 2012, which was primarily due to the upward price adjustment of our menus in the second half of 2011 and the slowdown of inflation of food costs in the PRC.

Cost of inventories consumed

The Group's cost of inventories consumed decreased by approximately RMB4,577,000, or by approximately 16.87%, from approximately RMB27,138,000 in the first half of 2011 to approximately RMB22,561,000 in the first half of 2012. Despite there was a growth in the Group's revenue, the Group has switched the inflationary cost of food ingredients to customers by adjusting the price of the Group's dishes in the second half of 2011. In addition, the inflation of food costs in the PRC had slow down since the second half of 2011.

Staff cost

The Group's staff cost increased by approximately RMB2,089,000, or by approximately 18.77%, from approximately RMB11,132,000 in the six months ended 30 June 2011 to approximately RMB13,221,000 in the six months ended 30 June 2012. The increase in the staff cost was primarily due to the overall increase in the level of salaries and other employee benefits of the Group. Staff cost as a percentage of the Group's revenue moderately increased from approximately 18.68% in 2011's interim period to approximately 21.75% in 2012's interim period primarily as a result of the Group's headcount increase following the expansion of the Group.

Depreciation of property, plant and equipment

Depreciation of property, plant and equipment for the first six months ended 30 June 2012 amounted to approximately RMB823,000, a decrease of approximately 51.93% as compared with the amount of RMB1,712,000 of the six months ended 30 June 2011, mainly due to the disposal of equipment and fixed assets in the second half of 2011 and that some of the Group's leasehold improvement has reached their full depreciation period in the second half of 2011.

Utilities and consumables

Utilities and consumables increased by approximately RMB492,000, or approximately 29.29%, from approximately RMB1,680,000 in 2011's interim period to approximately RMB2,172,000 in 2012's interim period. As a percentage of revenue, utilities and consumables increased from approximately 2.82% in 2011's first half to approximately 3.57% in 2012's first half, primarily due to the increased utilities and consumables usage following the increase in the Group's revenue, and the overall enhancement of our dining consumables in late 2011.

Rental expenses

The operating lease rental expenses for the six months ended 30 June 2012 amounted to approximately RMB8,572,000, an increase of approximately 7.14% as compared with that of the six months ended 30 June 2011. The rise was mainly due to the renewal of two lease agreements in mid-2011.

Advertising and marketing expenses

Advertising and marketing expenses decreased by approximately RMB733,000 or approximately 53.00% from approximately RMB1,383,000 in 2011's first half to approximately RMB650,000 in 2012's first half, which was mainly due to the absence of large advertising campaign in the first six months of 2012.

Other income

Other income advanced by approximately RMB127,000 from approximately RMB6,000 in 2011's first half to approximately RMB133,000 in 2012's first half, which is primarily attributable to the increases in bank interest income and imputed interest income.

Other expenses

Other expenses increased by approximately RMB4,230,000, or approximately 100.17%, from approximately RMB4,223,000 in 2011's first half to approximately RMB8,453,000 in 2012's first half, primarily due to the increased credit card handling charges, travelling and transportation cost, development cost, audit fee, advisory fees paid to an independent third party providing advices on the Group's business development and other professional fees paid to compliance adviser, lawyers and other professional parties providing professional advices since the listing of the Group in late 2011.

Income tax expenses

The Group's income tax expense increased by approximately RMB94,000, or by approximately 8.08%, from approximately RMB1,163,000 in the six months ended 30 June 2011 to approximately RMB1,257,000 in the six months ended 30 June 2012. The Group's effective income tax rate increased from approximately 25.94% in 2011's first half to approximately 33.76% in the corresponding interim period in 2012, primarily due to the recognition of more non-deductible expenses in the six months ended 30 June 2012.

Discontinued operations

Loss for the six months ended 30 June 2011 from discontinued operations represented the loss incurred by Ningbo Noble House of approximately RMB335,000, while there was no discontinued operation in the six months ended 30 June 2012.

Non-controlling interests

Non-controlling interests decreased by approximately 98.29% from approximately RMB175,000 in the six months ended 30 June 2011 to approximately RMB3,000 in the corresponding period of 2012. Such decrease was attributable to the decrease in the aggregate amounts of profits made by the non-wholly-owned subsidiaries during the review period.

Profit and total comprehensive income attributable to owners of the Company from continuing operations and net profit margin

The Group's profit and total comprehensive income attributable to owners of the Company from continuing operations decreased by approximately RMB682,000, or by approximately 21.69%, from approximately RMB3,145,000 in 2011's first half to approximately RMB2,463,000 in 2012's first half. The net profit margin decreased slightly from approximately 5.01% in 2011's first half to approximately 4.05% in 2012's first half, which was mainly attributable to the increase in professional fees upon the listing of the Group in the Hong Kong Stock Exchange since late 2011, the Group also incurred increased research and development expenses in its new processed food products and dishes enhancement.

Prospects

The management is optimistic about the catering industry in the PRC and believes the Group will continue its growth and strengthen its position as a high end restaurant operator in the PRC.

Coping with our future development plan and targeting high end spending class customers and business customers, we plan to open our restaurants in the first-tier cities in order to enhance our brand reputation. We will also continue to upgrade the existing restaurants facilities and offer various training programmes to the staff to improve the dining environment and enhance customer satisfaction. And we will further increase the source of income by expanding our production capacities and the range of food products to be produced.

In addition, the Group is planning to take a strategic move to further utilize its competitive edge in the high end catering industry to establish a new luxury club house restaurant situated at the heart of Shanghai metropolis, alongside the Riverside Promenade in Pudong district, in the second half of the financial year. Operating under a membership mechanism, this first-class club house, with a total area of approximately 1200 square meters, not only offers a variety of our renowned finest wine and dishes but also affords a fine view of the Bund at a distance and the marvelous views of Pudong's skyscrapers, creating for our valued customers a brand new and incomparable dining experience along the east bank of the Huangpu River.

Furthermore, the Group is exploring new business opportunities to strengthen its revenue base and achieve a better utilization of its renowned brand recognition through the establishment of Noblehouse Food Trading Co., Limited in Hong Kong in the first half of 2012. This new retail wing in the heart of Causeway Bay District will involve in the retail business of hairy-crab and packed seafood products, further, it will utilize e-channel to make hairy-crab orders and delivery available online for our customers in its maintained website and so achieve cost effectiveness in its marketing channel.

Comparison of Business Plan with Actual Business Progress

The following is a comparison of the Group's business plan as set out in the Company's prospectus dated 20 December 2011 (the "Prospectus") with actual business progress for the period ended 30 June 2012.

Business plan up to 30 June 2012 as set out in the Prospectus	Actual business progress up to 30 June 2012
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Diversify service and product offerings with the implementation of a new branding strategy

Opening of new restaurants	Progress payment for the capital expenditure of a new restaurant	The Group is taking a strategic move to further utilize its competitive edge in the high end catering industry to establish a new luxury club house restaurant situated at the heart of Shanghai metropolis, alongside the Riverside Promenade in Pudong district, in the second half of 2012. The first-class club house, with a total area of approximately 1200 square meters, will offer a variety of our renowned finest wine and dishes and afford a fine view of the Bund at a distance and the marvelous views of Pudong's skyscrapers, creating for our valued customers a brand new and incomparable dining experience along the east bank of the Huangpu River. In January 2012, we opened a new restaurant in Ningbo, which has a gross floor area of approximately 1,400 sq.m. and a seating capacity of approximately 200 people, and is larger and more spacious than the previous Noble House Ningbo Restaurant.
Expansion in the range of food products	Conduct feasibility study on new products and expand its internal production line	Market researches and feasibility study were carried out by the management in an on-going basis to evaluate the profitability of the new business.

Enhance existing restaurant facilities

Enhance existing restaurant facilities	Acquire, upgrade or replace the existing equipment and facilities to enhance restaurant operating environment	The Group has enhanced a variety of restaurant equipment, utensils and consumables in its existing restaurants to better customer experience of dining.
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Explore merger and acquisition opportunities and business collaboration opportunities with local partners in the food and beverage industry

Explore merger and acquisition opportunities and business collaboration opportunities with local partners in the food and beverage industry	Conduct feasibility study or acquisition of potential merger and acquisition target	The Group is in the process of seeking potential merger and acquisition targets, and is currently evaluating the collaboration plans with local partners in the industry.
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Strengthen staff training

Strengthen staff training	Provide training program to employees to enhance their skills	The Group has appointed external professional party and enhanced internal training to improve the hand-on skills and product knowledge of its employees.
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Enhance marketing activities to promote brand awareness and broaden the Group's customer base

Enhance marketing activities to promote brand awareness and broaden the Group's customer base	Launch marketing activities for brand building	The Group has arranged regular advertising and marketing campaigns, including various mass media channels, to promotion the Group's business and brand recognition.
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The net proceeds from the Placing were approximately HK\$28.7 million, which was based on the final placing price of HK\$0.72 per share and the actual expenses related to the Listing. Accordingly, the Group adjusts the use of proceeds in the same manner and proportion as shown in the Prospectus.

The net proceeds from the Placing from the date of listing (i.e. 30 December 2011) (the “Listing Date”), to 30 June 2012 had been applied as follows:

	Adjusted use of proceeds in the same manner and proportion as shown in the Prospectus from the Listing Date to 30 June 2012 HK\$ million	Actual use of proceeds from the Listing Date to 30 June 2012 HK\$ million
– Diversify service and product offering (<i>Note</i>)	8.7	5.1
– Enhance existing restaurant facilities	0.5	0.5
– Strengthen staff training	0.7	0.3
– Enhance marketing activities to promote brand awareness and broaden the Group’s customer base	2.0	0.9
– Explore merger and acquisition opportunities and business collaboration opportunities with local partners in the food and beverage industry	2.1	—
– Working capital	1.3	1.3
Total	15.3	8.1

Note: Actual use of proceeds was lower as compared to the adjusted net proceeds which was mainly attributable to the evaluation of market condition by the Directors, that the expansion plan of our restaurant business is scheduled to be carried out in the second half of the financial year. The Group has already entered into a collaboration plan with local business partners to establish a new restaurant in Shanghai, and it has a further commitment amounting RMB1.6 million to be incurred in the upcoming half year.

The directors will constantly evaluate the Group’s business objective and will change or modify plans against the changing market condition to ascertain the business growth of the Group.

All the unutilised balances have been placed in licensed banks in Hong Kong and China.

Liquidity and financial resources

The Group’s funding and treasury activities are managed and controlled by the senior management. Historically, the Group funded its liquidity and capital requirements principally through cash inflow from operating activities, and shareholders’ financing as well as other borrowings. Following the Company’s IPO in December 2011, the Group funds its liquidity and capital requirements by the net proceeds from IPO as well as internal resources. Up to current review period, the Group has utilized approximately RMB8,100,000 out of the net proceeds from the Placing of approximately RMB28,700,000.

The Group maintained bank balances and cash of approximately RMB32,629,000 as at 30 June 2012 (as at 31 December 2011: approximately RMB34,319,000). The net assets of the Group as at 30 June 2012 were approximately RMB47,740,000 (as at 31 December 2011: approximately RMB45,274,000).

The Group also monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Gearing ratio is not applicable to the Group as at both 31 December 2011 and 30 June 2012 as the Group did not have any borrowings as at the end of both reporting periods.

Foreign currency exposure

The business operations of the Group's subsidiaries were conducted mainly in the PRC with revenues and expenses of the Group's subsidiaries denominated mainly in RMB. The Group's cash and bank deposits, including net proceeds from the Company's IPO, were denominated mainly in Hong Kong dollars, with some denominated in RMB. Any significant exchange rate fluctuations of Hong Kong dollars against RMB as the functional currency may have a financial impact to the Group.

As at 30 June 2012, the Directors considered the Group's foreign exchange risk to be insignificant. During the six months ended 30 June 2012, the Group did not use any financial instruments for hedging purposes.

OTHER INFORMATION

Communication with shareholders

The Board communicates with the shareholders through the annual general meetings and special general meetings. In compliance with the requirements of GEM Listing Rules, the Company issued regular reports, announcements, circulars, notice of general meetings. Shareholders can get the latest information of the Company through these publications of the Company.

Exposure to fluctuations in exchange rates and related hedges

The Group's exposure to foreign currencies is limited to its investment in foreign subsidiaries, which are financed by internal resources. At 30 June 2012, the Group has no outstanding foreign currency hedge contract.

Charge on Group Assets

As at 30 June 2012, the Company did not pledge any assets at the end of the reporting period.

Contingent liabilities

At as 30 June 2012, the Group did not have any material contingent liabilities.

Capital Structure

At 30 June 2012, the Group's shareholders' funds increased by approximately 5.56% to approximately RMB46,724,000 (as at 31 December 2011: approximately RMB44,261,000). The increase was attributable to the profit and total comprehensive income for the period attributable to the owners of the Company amounting to approximately RMB2,463,000. Total assets amounted to approximately RMB81,799,000 (as at 31 December 2011: approximately RMB97,798,000) which included current assets amounting to approximately RMB60,005,000 (as at 31 December 2011: approximately RMB79,260,000). Current liabilities were RMB34,059,000 (as at 31 December 2011: approximately RMB52,524,000). Current ratio was approximately 1.8 (as at 31 December 2011: approximately 1.5).

Acquisition/Disposal and Significant Investments

The Group did not make any material acquisition or disposal of subsidiaries during the six months ended 30 June 2012.

Employee Information

At 30 June 2012, the Group had approximately 720 (2011: 700) full time employees. Staff costs amounted to approximately RMB13,221,000 for the six months ended 30 June 2012 (2011: RMB11,132,000). The Group's remuneration policy remained the same as detailed in the Company's 2010/2011 annual report for the period ended 30 June 2012.

Directors' and Chief Executives' Interests in securities

At 30 June 2012, the interests and short positions of the Directors and chief executive of the Company in the ordinary shares (the "Shares"), underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Interest in the Company

Name of director	Notes	Nature of Interest	Number of shares	Percentage of the Company's issued share capital
Mr. Chan Tai Neng	1	Interest of controlled corporation	182,000,000 (L)	65%
Mr. Cheung Chi Keung	2	Interest of controlled corporation	182,000,000 (L)	65%

Notes:

1. Mr. Chan Tai Neng is deemed to be interested in 182,000,000 Shares held by Blossom Merit Limited under the SFO.
2. Mr. Cheung Chi Keung is deemed to be interested in 182,000,000 Share held by Blossom Merit Limited under the SFO.

During the six months ended 30 June 2012, there were no debt securities issued by the Group and the Company at any time.

Save as disclosed above, at 30 June 2012, none of the Directors or chief executive of the Company or their respective associates had registered any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Substantial Shareholders' and other persons' Interests in securities

For the six months ended 30 June 2012, so far as is known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Interest in the Company

Name	Capital and nature of interest	Number of shares	Percentage of the Company's issued share capital
Blossom Merit Limited (<i>Note</i>)	Beneficial owner	182,000,000 (L)	65%

Note:

Blossom Merit Limited, a company incorporated in British Virgin Islands on 6 July 2011 with limited liability and an investment holding company where the entire issued share capital of which is held by Mr. Chan Tai Neng and Mr. Cheung Chi Keung in the proportion of 90% and 10% respectively as at 30 June 2012.

During the six months ended 30 June 2012, there were no debt securities issued by the Group at any time.

Save as disclosed above, as at 30 June 2012, the Directors are not aware of any other person other than the Directors and the chief executive of the Company who had, or was deemed to have interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or options in respect of such share capital.

Share Option Scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Scheme has become effective on 12 December 2011. No share options were granted, exercised or cancelled by the Company under the Scheme during the period under review and there were no outstanding share options under the Scheme as at 30 June 2012.

Interests of the Compliance Adviser

As notified by Quam Capital Limited ("Quam Capital"), the Company's compliance adviser, neither Quam Capital nor its directors or employees or associates had any interests in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) as at 30 June 2012.

Audit Committee

The Company has established an audit committee on 12 December 2011 with written terms of reference in compliance with the GEM Listing Rules. The audit committee has three members comprising the three independent non-executive Directors, namely, Mr. Chan Chun Sing as the chairman of the audit committee, Mr. Tse Wai Chuen, Tony and Mr. Wang Zhi Zhong. The audit committee has reviewed the accounting principles and practice adopted by the Group and the unaudited condensed consolidated financial information for the six months ended 30 June 2012.

Corporate Governance Practices

The Company applied the principles and complied with all the code provisions set out in the Code on Corporate Governance Practice contained in Appendix 15 of the GEM Listing Rules (the “Corporate Governance Code”) throughout the six months ended 30 June 2012.

In accordance with the code provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Chan Tai Neng is the executive chairman and the chief executive officer of the Company. The Board considers that the Company is still in its growing stage and it would be beneficial to the Group for Mr. Chan to assume both roles as chairman and chief executive officer of the Company, since the two roles tend to reinforce each other and are mutually enhancing in respect of the Group’s continual growth and development. When the Group has developed to a more sizeable organisation, the Board will consider splitting the two roles. With the strong business experience of the Directors, they do not expect any issues of concern would arise due to the combined role of Mr. Chan. The Group also has in place an effective internal control system, including the engagement of a professional accounting firm to conduct internal audit, to perform check and balance functions.

Code of conduct regarding securities transactions by Directors

The Company has adopted a Code of Practice for Securities Transaction by Directors and Designated Employees (the “Securities Code”) 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. The Company had also made specific enquiry of all Directors who have confirmed their compliance with the required standard set out in the Securities Code during the six months ended 30 June 2012.

Purchase, Sales or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2012.

By order of the Board
Noble House (China) Holdings Limited
Chan Tai Neng
Chairman and Executive Director

Hong Kong, 10 August 2012

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chan Tai Neng (Chairman) and Mr. Cheung Chi Keung; and the three independent non-executive Directors, namely Mr. Chan Chun Sing, Mr. Tse Wai Chuen, Tony and Mr. Wang Zhi Zhong.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least seven days from the day of its posting and on the website of the Company at <http://www.noblehouserestaurant.cn>.