



# U BANQUET GROUP HOLDING LIMITED

## 譽宴集團控股有限公司

(於開曼群島註冊成立的有限公司)  
(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code : 8107



第三季度報告 2014  
Third Quarterly Report

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

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

創業板的定位，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。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告的資料乃遵照《聯交所創業板證券上市規則》（「創業板上市規則」）而刊載，旨在提供有關譽宴集團控股有限公司（「本公司」）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，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令本報告或其所載任何陳述產生誤導。

## CORPORATE INFORMATION

### Directors

#### Executive Directors:

Mr. Cheung Ka Ho (Chairman and Chief Executive Officer)  
Mr. Cheung Ka Kei  
Mr. Kan Yiu Pong

#### Independent Non-executive Directors:

Mr. Chung Kong Mo JP  
Ms. Wong Tsip Yue, Pauline  
Mr. Wong Sui Chi

### Audit Committee

Mr. Wong Sui Chi (Chairman)  
Mr. Chung Kong Mo JP  
Ms. Wong Tsip Yue, Pauline

### Remuneration Committee

Mr. Wong Sui Chi (Chairman)  
Mr. Cheung Ka Ho  
Ms. Wong Tsip Yue, Pauline

### Nomination Committee

Mr. Cheung Ka Ho (Chairman)  
Mr. Chung Kong Mo JP  
Ms. Wong Tsip Yue, Pauline

### Company Secretary

Mr. Chan Fung Man CPA

### Compliance Officer

Mr. Kan Yiu Pong

### Authorised Representatives

Mr. Kan Yiu Pong  
Mr. Chan Fung Man CPA

### Registered Office

Offshore Incorporations (Cayman) Limited  
Floor 4, Willow House,  
Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

## 公司資料

### 董事

#### 執行董事：

張家豪先生 (主席兼行政總裁)  
張家驥先生  
簡耀邦先生

#### 獨立非執行董事：

鍾港武先生 太平紳士  
王婕妤女士  
黃瑞熾先生

### 審核委員會

黃瑞熾先生 (主席)  
鍾港武先生 太平紳士  
王婕妤女士

### 薪酬委員會

黃瑞熾先生 (主席)  
張家豪先生  
王婕妤女士

### 提名委員會

張家豪先生 (主席)  
鍾港武先生 太平紳士  
王婕妤女士

### 公司秘書

陳峰民先生 CPA

### 合規主任

簡耀邦先生

### 授權代表

簡耀邦先生  
陳峰民先生 CPA

### 註冊辦事處

Offshore Incorporations (Cayman) Limited  
Floor 4, Willow House,  
Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

## **Head office and principal place of business in Hong Kong**

Unit F, 28/F, Block 2  
Vigor Industrial Building  
49-53 Ta Chuen Ping Street  
Kwai Chung, New Territories  
Hong Kong

## **香港總部及主要營業地點**

香港  
新界葵涌  
打磚坪街49-53號  
華基工業大廈  
第2期28樓F室

## **Principal share registrar and transfer office in the Cayman Islands**

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

## **開曼群島主要股份過戶登記處**

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

## **Branch share registrar and transfer office in Hong Kong**

Union Registrars Limited  
18/F, Fook Lee Commercial Centre  
Town Place  
33 Lockhart Road  
Wan Chai  
Hong Kong

## **香港股份過戶登記分處**

聯合證券登記有限公司  
香港  
灣仔  
駱克道33號  
中央廣場  
福利商業中心18樓

## **Compliance Adviser**

Quam Capital Limited

## **合規顧問**

華富嘉洛企業融資有限公司

## **Legal Adviser to the Company**

TC & Co.

## **公司法律顧問**

崔曾律師事務所

## **Principal bankers**

Hang Seng Bank  
Bank of China

## **主要往來銀行**

恒生銀行  
中國銀行

## **Auditor**

PricewaterhouseCoopers  
Certified Public Accountants

## **核數師**

羅兵咸永道會計師事務所  
執業會計師

## **Stock Code**

8107

## **股份代號**

8107

## **Company's website**

[www.u-banquetgroup.com](http://www.u-banquetgroup.com)

## **公司網站**

[www.u-banquetgroup.com](http://www.u-banquetgroup.com)

## FINANCIAL HIGHLIGHTS

For the nine months ended 30 September 2014, unaudited operating results of the Group (as defined below) were as follows:

- Revenue reached approximately HK\$280,240,000, representing an increase of approximately 14% compared to the same period of the previous period;
- Profit attributable to owners of the Company for the nine months ended 30 September 2014 amounted to approximately HK\$5,084,000, while loss attributable to owners of the Company amounted to approximately HK\$1,819,000 from the same period of the previous period;
- Basic and diluted earning per share for the nine months ended 30 September 2014 (based on weighted average number of ordinary shares of approximately 381,306,000 and 405,736,000 respectively in issue) were approximately HK1.3 cents;
- No dividend was declared for the nine months ended 30 September 2014.

## 財務摘要

截至二零一四年九月三十日止九個月，本集團未經審核經營業績（定義見下文）如下：

- 收益達約280,240,000港元，較上一期間同期增加約14%；
- 本公司擁有人截至二零一四年九月三十日止九個月之應佔溢利約為5,084,000港元，而上一期間同期則為本公司擁有人應佔虧損約1,819,000港元；
- 截至二零一四年九月三十日止九個月之每股基本及攤薄盈利（乃基於已發行普通股的加權平均數分別約為381,306,000股及405,736,000股計算得出）約為1.3港仙；
- 概無宣派截至二零一四年九月三十日止九個月之任何股息。



## THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014

The board of directors (the "Board") of U Banquet Group Holding Limited (the "Company") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and nine months ended 30 September 2014 together with the comparative unaudited figures for the corresponding periods in 2013 as follows:

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2014

## 截至二零一四年九月三十日止九個月之第三季度業績

譽宴集團控股有限公司（「本公司」）董事會（「董事會」）欣然宣佈本公司及其附屬公司（「本集團」）截至二零一四年九月三十日止三個月及九個月之未經審核簡明綜合業績，連同二零一三年同期之未經審核比較數字如下：

### 簡明綜合全面收益表

截至二零一四年九月三十日止三個月及九個月

		For nine months ended 30 September 截至九月三十日止九個月		For three months ended 30 September 截至九月三十日止三個月	
		2014 二零一四年 (Unaudited) (未經審核)	2013 二零一三年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)	2013 二零一三年 (Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	Notes 附註				
Revenue	收益	280,243	246,693	100,516	81,470
Other income	其他收入	1,656	458	1,036	129
Cost of revenue	收益成本	(66,860)	(64,729)	(23,531)	(22,612)
Employee benefit expenses	員工福利開支	(74,612)	(61,877)	(24,362)	(21,334)
Depreciation	折舊	(11,351)	(12,618)	(3,942)	(2,567)
Operating lease payments	經營租賃付款	(45,868)	(33,953)	(16,403)	(12,287)
Utilities expenses	公共設施開支	(26,027)	(23,099)	(9,058)	(8,393)
Other expenses	其他開支	(50,236)	(48,507)	(17,310)	(16,275)
Operating profit/(loss)	經營溢利/(虧損)	6,945	2,368	6,946	(1,869)
Finance income	財務收入	569	475	191	166
Finance cost	財務成本	(58)	(320)	(21)	(200)
Finance cost — net	財務成本 — 淨額	511	155	170	(34)
Profit before income tax	除所得稅前溢利	7,456	2,523	7,116	(1,903)
Income tax expenses	所得稅開支	(1,049)	(3,093)	(836)	(1,673)
Profit/(loss) and total comprehensive income for the period	期內溢利/(虧損)及全面收入總額	6,407	(570)	6,280	(3,576)

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME** (Continued)

For the three months and nine months ended 30 September 2014

**簡明綜合全面收益表 (續)**

截至二零一四年九月三十日止三個月及九個月

		For nine months ended 30 September 截至九月三十日 止九個月		For three months ended 30 September 截至九月三十日 止三個月		
		2014 二零一四年 (Unaudited) (未經審核)	2013 二零一三年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)	2013 二零一三年 (Unaudited) (未經審核)	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Notes 附註						
Profit/(loss) and total comprehensive Income attributable to:	下列人士應佔溢利/ (虧損) 及全面收入 總額:					
Owners of the Company	本公司擁有人	5,084	(1,819)	5,906	(3,008)	
Non-controlling interest	非控股權益	1,323	1,249	374	(568)	
		6,407	(570)	6,280	(3,576)	
Basic earnings/(loss) per share	每股基本盈利/ (虧損)	8	1.3 cents 仙	(0.6) cents 仙	1.5 cents 仙	(0.9) cents 仙
Diluted earnings/(loss) per share	每股攤薄盈利/ (虧損)	8	1.3 cents 仙	(0.6) cents 仙	1.4 cents 仙	(0.9) cents 仙
Dividends	股息	7	—	19,350	—	19,350



CONDENSED CONSOLIDATED STATEMENT OF  
CHANGES IN EQUITY

## 簡明綜合權益變動表

For the nine months ended 30 September 2014

截至二零一四年九月三十日止九個月

		Share capital	Share premium	Capital reserve	Share-based payment reserve	Accumulated losses	Non- controlling Total	interests	Total equity
		股本	股份溢價	資本儲備	儲備	累計虧損	總計	非控股權益	總權益
		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
<b>Balance at 1 January 2014</b> <b>(audited)</b>	於二零一四年一月一日的結餘 (經審核)	4,000	39,873	55,652	18,950	(47,778)	70,697	41	70,738
Profit and total comprehensive income for the period	期內溢利及全面收入總額	—	—	—	—	5,084	5,084	1,323	6,407
Acquisition of the remaining equity interest of a subsidiary of the Group	收購本集團一間附屬公司 的餘下股權	580	31,320	(36,189)	—	—	(4,289)	(374)	(4,663)
Dividends	股息	—	—	—	—	—	—	(990)	(990)
<b>Balance at 30 September 2014</b>	於二零一四年九月三十日 的結餘	4,580	71,193	19,463	18,950	(42,694)	71,492	—	71,492
Balance at 1 January 2013 (audited)	於二零一三年一月一日的結餘 (經審核)	11	—	50,486	—	(15,270)	35,227	1,362	36,589
(Loss)/profit and total comprehensive income for the period	期內(虧損)/溢利及 全面收入總額	—	—	—	—	(1,819)	(1,819)	1,249	(570)
Dividends	股息	—	—	—	—	(19,350)	(19,350)	—	(19,350)
<b>Balance at 30 September 2013</b>	於二零一三年九月三十日 的結餘	11	—	50,486	—	(36,439)	14,058	2,611	16,669



## NOTES TO THE THIRD QUARTERLY FINANCIAL INFORMATION

### 1. General information

The Company was incorporated in the Cayman Islands on 20 June 2013 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The address of the Company's registered office is Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, the Cayman Islands. Its principal place of business is located at Flat F, 28/F, Block 2, Vigor Industrial Building, 49-53 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in the operation of a chain of Chinese restaurant, provision of wedding services and distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meat in Hong Kong.

The Company's shares have been listed on the GEM of The Stock Exchange of Hong Kong since 10 December 2013.

The condensed consolidated financial information has not been audited.

### 2. Basis of preparation and principal accounting policies

The unaudited quarterly financial statements have been prepared in accordance with The Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The accounting policies used in the preparation of the unaudited condensed consolidated results are consistent with those used in the audited financial statements and notes thereto for the year ended 31 December 2013.

## 第三季度財務資料附註

### 1. 一般資料

本公司於二零一三年六月二十日根據開曼群島公司法（二零一零年修訂本）在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, the Cayman Islands，而其主要營業地點為香港新界葵涌打磚坪街49-53號華基工業大廈第2期28樓F室。

本公司為投資控股公司，連同其附屬公司主要在香港從事中式酒樓連鎖業務、提供婚禮服務以及分銷貨品，包括新鮮蔬菜、水果、海鮮及凍肉。

本公司股份自二零一三年十二月十日起於香港聯交所創業板上市。

簡明綜合財務報表尚未經審核。

### 2. 編製基準及主要會計政策

未經審核季度財務報表根據香港會計師公會（「香港會計師公會」）頒布的香港財務報告準則編製。編製未經審核簡明綜合業績時使用的會計政策與截至二零一三年十二月三十一日止年度經審核財務報表及附註所使用者一致。

**NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION** (Continued)**2. Basis of preparation and principal accounting policies** (Continued)

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards. For those which are effective for accounting periods beginning on 1 January 2014, the adoption has no material impact on the reported results and the financial position of the Group for the current or prior accounting periods; and for those which are not yet effective, the Group is in the process of assessing their impact on the Group's results and financial position.

The third quarterly financial statements have been prepared under the historical cost basis. The third quarterly financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Group.

The third quarterly results are unaudited but have been reviewed by the Company's audit committee.

**第三季度財務資料附註** (續)**2. 編製基準及主要會計政策** (續)

香港會計師公會頒布若干新訂及經修訂香港財務報告準則。採納自二零一四年一月一日起生效的該等準則，並無對本集團於現時及過往會計期間的已呈報業績及財務狀況有重大影響；就該等尚未生效之準則而言，本集團仍在評估其對本集團業績及財務狀況的影響。

第三季度財務報表按歷史成本法編製。第三季度財務報表以本集團功能貨幣港元（「港元」）呈列。

第三季度業績未經審核，惟已由本公司審核委員會審閱。

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

### 3. Revenue and other income

Turnover which consists of revenue from (i) operation of Chinese restaurants which provide dining and wedding banquet services, (ii) provision of wedding services, and (iii) distribution of goods (which consists of fresh vegetables, fruits, seafood and frozen meat), for the three months and nine months ended 30 September 2014 together with the comparative unaudited figures for the corresponding periods in 2013 are as follows:

## 第三季度財務資料附註 (續)

### 3. 收益及其他收入

截至二零一四年九月三十日止三個月及九個月之營業額包括來自(i)中式酒樓業務營運(提供膳食及婚宴服務);(ii)提供婚禮服務;及(iii)分銷貨品(包括新鮮蔬菜、水果、海鮮及凍肉)的收益連同二零一三年相應期間的可資比較未經審核數據,詳情如下:

		For nine months ended 30 September 截至九月三十日 止九個月		For three months ended 30 September 截至九月三十日 止三個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>				
Revenue from Chinese restaurants operations	中式酒樓經營業務的收益	274,140	237,630	98,488	78,868
Revenue from provision of wedding services	提供婚禮服務的收益	2,960	4,293	1,015	1,176
Revenue from distribution of goods	分銷貨品的收益	3,143	4,770	1,013	1,426
		<b>280,243</b>	246,693	<b>100,516</b>	81,470
<b>Other income</b>	<b>其他收入</b>				
Forfeiture of deposits received	沒收已收按金	530	283	33	115
Reversal of provision for reinstatements costs	修復成本撥備撥回	559	—	559	—
Franchise and Management fee	特許經營及管理費	438	—	438	—
Miscellaneous income	雜項收入	129	175	6	14
		<b>1,656</b>	458	<b>1,036</b>	129
<b>Total revenue and other income</b>	<b>收益及其他收入總額</b>	<b>281,899</b>	247,151	<b>101,552</b>	81,599

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

## 第三季度財務資料附註 (續)

### 4. Cost of revenue

### 4. 收益成本

		For nine months ended 30 September 截至九月三十日 止九個月		For three months ended 30 September 截至九月三十日 止三個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Cost of materials consumed	所耗材料成本	64,394	60,639	22,693	21,368
Cost of provision of wedding services	提供婚禮服務成本	583	1,095	168	403
Cost of distribution of goods	分銷貨品成本	1,883	2,995	670	841
		<b>66,860</b>	64,729	<b>23,531</b>	22,612

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

### 5. Other expenses

## 第三季度財務資料附註 (續)

### 5. 其他開支

		For nine months ended 30 September 截至九月三十日 止九個月		For three months ended 30 September 截至九月三十日 止三個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Auditor's remuneration	核數師酬金	169	124	72	41
Advertising and promotions	廣告及推廣	7,614	6,080	2,137	1,753
Cleaning and laundry expense	清潔及洗衣開支	4,585	3,741	1,523	1,136
Credit card charges	信用卡費用	2,807	2,445	927	842
Kitchen consumables	廚房耗材	1,158	1,529	360	439
Repair and maintenance	維修及維護	3,111	2,612	823	1,102
Entertainment	娛樂	1,717	2,055	572	718
Consumable stores	消耗品	1,885	1,603	589	596
Insurance	保險	1,625	1,645	478	529
Legal and professional fee	法律及專業費用	4,306	880	1,470	358
Printing and stationery	印刷及文具	930	821	321	295
Staff messing	員工膳食	1,514	1,644	500	507
Service fee to temporary workers	付予臨時工的服務費	10,201	9,809	4,518	3,581
Consultancy service fee	顧問服務費	2,843	—	948	—
Wedding banquet expenses	婚宴開支	1,585	1,831	688	574
Transportation	運輸	1,790	1,193	612	555
Professional fee in respect of listing of the Company's shares	本公司股份上市 的專業費用	—	8,107	—	2,458
Others	其他	2,396	2,388	772	791
		<b>50,236</b>	<b>48,507</b>	<b>17,310</b>	<b>16,275</b>

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

## 第三季度財務資料附註 (續)

### 6. Income tax expenses

### 6. 所得稅開支

		For nine months ended 30 September 截至九月三十日 止九個月		For three months ended 30 September 截至九月三十日 止三個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Current income tax	即期所得稅				
Current income tax on profits for the period	期間溢利的 即期所得稅	1,527	4,051	1,113	679
Deferred income tax	遞延所得稅				
Origination and reversal of temporary differences	暫時差額的 產生及撥回	(478)	(958)	(277)	994
Income tax expenses	所得稅開支	1,049	3,093	836	1,673

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the periods ended 30 September 2014 and 2013.

香港利得稅按截至二零一四年及二零一三年九月三十日止各期間估計應課稅溢利的16.5%計提。

### 7. Dividends

Dividends of HK\$19,350,000 were declared and paid by the Company's subsidiary to their then shareholders during the three months and nine months ended 30 September 2013.

The Directors do not recommend payment of dividend for the nine months ended 30 September 2014.

### 7. 股息

本公司附屬公司於截至二零一三年九月三十日止三個月及九個月向其當時股東宣派及派付股息19,350,000港元。

董事不建議就截至二零一四年九月三十日止九個月派付股息。

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

### 8. Earnings/loss per share

#### (a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

## 第三季度財務資料附註 (續)

### 8. 每股盈利／虧損

#### (a) 基本

每股基本虧損乃採用本公司擁有人應佔溢利除以於期內已發行普通股的加權平均數計算。

		For nine months ended 30 September 截至九月三十日 止九個月		For three months ended 30 September 截至九月三十日 止三個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$ 港元	2013 二零一三年 (Unaudited) (未經審核) HK\$ 港元	2014 二零一四年 (Unaudited) (未經審核) HK\$ 港元	2013 二零一三年 (Unaudited) (未經審核) HK\$ 港元
Profit/(loss) attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利／(虧損)(千港元)	5,084	(1,819)	5,906	(3,008)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(千股)	381,306	325,570	392,592	325,570
Earnings/(loss) per share (HK\$)	每股盈利／(虧損)(港元)	1.3 cents 仙	(0.6) cents 仙	1.5 cents 仙	(0.9) cents 仙

The calculation of basic earning per share for the nine months ended 30 September 2014 is based on the profit attributable to owners of the Company of HK\$5,084,000 (2013: loss attributable to owners of the Company HK\$1,819,000) and the weighted average of 381,306,000 ordinary shares in issue (2013: 325,570,000 ordinary shares).

截至二零一四年九月三十日止九個月每股基本盈利乃根據本公司擁有人應佔溢利5,084,000港元(二零一三年:本公司擁有人應佔虧損1,819,000港元)及已發行的普通股加權平均數381,306,000股(二零一三年:325,570,000股普通股)計算。

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

### 8. Earnings/loss per share (Continued)

#### (a) Basic (Continued)

The weighted average number of shares in issue during the three months and nine months ended 30 September 2014 represents the 458,000,000 shares in issue by the company after deducting the effect of 24,430,000 contingent returnable shares under share-based payment.

The calculation of basic earning per share for the three months ended 30 September 2014 is based on the profit attributable to owners of the Company of HK\$5,906,000 (2013: loss attributable to owners of the Company HK\$3,008,000) and the weighted average of 392,592,000 ordinary shares in issue (2013: 325,570,000 ordinary shares).

The weighted average number of shares in issue during the three months and nine months ended 30 September 2013 represents the 325,570,000 shares in issue upon the listing of shares of the Company as if such shares had been outstanding during the entire periods.

## 第三季度財務資料附註 (續)

### 8. 每股盈利／虧損 (續)

#### (a) 基本 (續)

截至二零一四年九月三十日止三個月及九個月期間已發行加權平均股數即為本公司已發行458,000,000股股份(經扣除以股份為基礎的付款項下的24,430,000股或然可退還股份的影響)。

於截至二零一四年九月三十日止三個月每股基本虧損乃根據本公司擁有人應佔溢利5,906,000港元(二零一三年：本公司擁有人應佔虧損3,008,000港元)及已發行的普通股加權平均數392,592,000股(二零一三年：325,570,000股普通股)計算。

於截至二零一三年九月三十日止三個月及九個月期間已發行股份加權平均數即為本公司股份上市時已發行的325,570,000股股份，猶如該等股份於整個期間內一直流通在外。



## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

### 8. Earnings/loss per share (Continued)

#### (b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: contingent returnable shares.

## 第三季度財務資料附註 (續)

### 8. 每股盈利／虧損 (續)

#### (b) 攤薄

每股攤薄盈利乃根據流通在外的普通股的經調整加權平均數計算，並假設已轉換所有潛在攤薄普通股。本公司擁有一類潛在攤薄普通股：或然可退還股份。

		For nine months ended 30 September 截至九月三十日 止九個月		For three months ended 30 September 截至九月三十日 止三個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$ 港元	2013 二零一三年 (Unaudited) (未經審核) HK\$ 港元	2014 二零一四年 (Unaudited) (未經審核) HK\$ 港元	2013 二零一三年 (Unaudited) (未經審核) HK\$ 港元
Profit/(loss) attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利／(虧損)(千港元)	5,084	(1,819)	5,906	(3,008)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(千股)	381,306	325,570	392,592	325,570
Adjustment for:— — Contingent returnable shares	調整：— — 或然可退還股份	24,430	—	24,430	—
Weighted average number of ordinary shares for diluted earnings per share (thousands)	每股攤薄盈利之普通股加權平均數(千股)	405,736	325,570	417,022	325,570
Diluted earnings/(loss) per share (HK\$)	每股攤薄盈利／(虧損)(港元)	1.3 cents 仙	(0.6) cents 仙	1.4 cents 仙	(0.9) cents 仙

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

### 8. Earnings/loss per share (Continued)

#### (b) Diluted (Continued)

The calculation of diluted earnings per share for the nine months ended 30 September 2014 is based on the profit attributable to owners of the Company of HK\$5,084,000 (2013: loss attributable to owners of the Company HK\$1,819,000) and the weighted average of 405,736,000 ordinary shares outstanding (2013: 325,570,000 ordinary shares assuming conversion of contingent returnable shares).

The weighted average number of ordinary shares for diluted earnings per share represents the weighted average number of shares in issue during the nine months ended 30 September 2014 adjusted by the conversion of 24,430,000 contingent returnable shares.

The calculation of diluted earnings per share for the three months ended 30 September 2014 is based on the profit attributable to owners of the Company of HK\$5,906,000 (2013: loss attributable to owners of the Company HK\$3,008,000) and the weighted average of 417,022,000 ordinary shares in issue (2013: 325,570,000 ordinary shares).

## 第三季度財務資料附註 (續)

### 8. 每股盈利／虧損 (續)

#### (b) 攤薄 (續)

截至二零一四年九月三十日止九個月的每股攤薄盈利計算乃基於本公司擁有人應佔溢利5,084,000港元(二零一三年：本公司擁有人應佔虧損1,819,000港元)及405,736,000股流通在外的普通股加權平均數(二零一三年：325,570,000股普通股(假設兌換或然可退還股份))。

計算每股攤薄盈利之普通股加權平均數即為截至二零一四年九月三十日止九個月已發行股份之加權平均數，並經兌換24,430,000股或然可退還股份調整。

截至二零一四年九月三十日止三個月的每股攤薄盈利計算乃基於本公司擁有人應佔溢利5,906,000港元(二零一三年：本公司擁有人應佔虧損3,008,000港元)及417,022,000股已發行普通股加權平均數(二零一三年：325,570,000股普通股)。

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

### 8. Earnings/loss per share (Continued)

#### (b) Diluted (Continued)

The weighted average number of ordinary shares for diluted earnings per share represents the weighted average number of shares in issue during the three months ended 30 September 2014 adjusted by the conversion of 24,430,000 contingent returnable shares.

The weighted average number of shares in issue during the three months and nine months ended 30 September 2013 represents the 325,570,000 shares in issue upon the listing of shares of the Company as if such shares had been outstanding during the entire period of 2013, and the number of shares were then adjusted.

### 9. Operating lease commitment

The Group leases various restaurant properties and equipment under non-cancellable operating lease agreements. The lease agreements are between two and nine years, and majority of lease arrangements are renewable at the end of the lease period with either pre-set increment rate or market rate to be agreed with landlord.

The operating leases of certain restaurant properties also call for additional rentals, which will be based on a certain percentage of revenue of the operation being undertaken therein pursuant to the terms and conditions as stipulated in the respective rental agreements. As the future revenue of these restaurants could not be accurately determined as at the balance sheet date, the relevant contingent rentals have not been included.

## 第三季度財務資料附註 (續)

### 8. 每股盈利／虧損 (續)

#### (b) 攤薄 (續)

計算每股攤薄盈利之普通股加權平均數即為截至二零一四年九月三十日止三個月已發行股份之加權平均數，並經兌換24,430,000股或然可退還股份調整。

截至二零一三年九月三十日止三個月及九個月的已發行股份加權平均數為於本公司股份上市時325,570,000股已發行股份，猶如該等股份於整個二零一三年期間已流通在外，及股份數目作出調整。

### 9. 經營租賃承擔

本集團根據不可撤銷經營租賃協議租賃多項酒樓物業及設備。該等租賃協議為期二至九年，大部份租賃安排可於租期結束後按預定增加比率或與業主協定的市場比率予以重續。

若干酒樓物業的經營租賃亦要求額外租金，有關租金根據各租約訂明的條款及條件按將從事業務收益的一定百分比計算。由於該等酒樓未來的收益無法於各結算日準確釐定，故並無載列相關或然租金。

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

## 第三季度財務資料附註 (續)

### 9. Operating lease commitment (Continued)

The future aggregate minimum lease payments under non-cancellable operating leases in respect of properties and equipment are as follows:

		<b>30 September 2014 二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	30 September 2013 二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元
No later than 1 year	不遲於一年	<b>54,671</b>	54,691
Later than 1 year and no later than 5 years	遲於一年但 不遲於五年	<b>68,726</b>	116,700
Over 5 years	超過五年	—	8,922
		<b>123,397</b>	180,313

The future aggregate lease payments under optional operating leases in respect of properties are as follows:

		<b>30 September 2014 二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	30 September 2013 二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元
No later than 1 year	不遲於一年	—	—
Later than 1 year and no later than 5 years	遲於一年但 不遲於五年	<b>130,906</b>	93,440
Over 5 years	超過五年	<b>36,397</b>	73,863
		<b>167,303</b>	167,303

### 9. 經營租賃承擔 (續)

根據不可撤銷經營租賃應付物業及設備的未來最低租賃付款總額如下：

有關物業的可選擇經營租賃的未來租賃付款總額如下：

## NOTES TO THIRD QUARTERLY FINANCIAL INFORMATION (Continued)

### 10. Event after the reporting period

On 10 October 2014, Kind Access Development Limited (“Kind Access”), a direct wholly-owned subsidiary of the Company, the Company and our executive Directors, Mr. Cheung Ka Ho and Mr. Cheung Ka Kei (the “Vendor”) entered into a sale and purchase agreement pursuant to which Kind Access conditionally agreed to purchase and the Vendors conditionally agreed to sell the entire issued share capital of Billion Treasure Property Development Limited (“Billion Treasure”). Pursuant to the Sale and Purchase Agreement, the consideration for the Sale Shares is HK\$4,900,000, which shall be satisfied by the issue and allotment of the 7,000,000 Consideration Shares at a price of HK\$0.70 per share to the Vendors or their nominee upon Completion.

Upon completion of the aforesaid acquisitions, Billion Treasure will become an indirect wholly-owned subsidiary of the Company.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Board is pleased to announce the Group’s third quarterly results for the three months and nine months ended 30 September 2014.

## BUSINESS AND OPERATIONAL OVERVIEW

The Group is principally engaged in the operation of full-service Chinese restaurants including the provision of dining and wedding banquet services, provision of wedding services and distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meat in Hong Kong.

### Restaurants Operation

For the nine months ended 30 September 2014, the Group operated a total of nine restaurants, eight of which under “U Banquet (譽宴)” brand and one of which under “Hot Pot Cuisine (涮得棧)” brand.

## 第三季度財務資料附註 (續)

### 10. 報告期後事項

於二零一四年十月十日，本公司直接全資附屬公司Kind Access Development Limited (「Kind Access」)、本公司及本公司執行董事張家豪先生及張家驥先 (「賣方」) 生訂立買賣協議，據此Kind Access有條件同意收購及賣方有條件同意出售億采物業發展有限公司 (「億采」) 之全部已發行股本。根據買賣協議，銷售股份之代價為4,900,000港元，該代價於完成時透過按每股0.70港元的價格發行及配發7,000,000股代價股份予賣方或其代名人之方式支付。

於完成前述收購事項後，億采將成為本公司之間接全資附屬公司。

## 管理層討論及分析

董事會欣然宣佈本集團截至二零一四年九月三十日止三個月及九個月之第三季度業績。

## 業務及營運回顧

本集團主要從事經營全套服務中式酒樓，包括在香港提供用膳及婚宴服務、提供婚禮服務及分銷貨品包括新鮮蔬菜、水果、海鮮及凍肉。

### 酒樓營運

截至二零一四年九月三十日止九個月，本集團總共經營九家酒樓，當中八家的品牌為「譽宴」，一家為「涮得棧」品牌。

Compared to the corresponding period, the Group successfully opened one new restaurant, namely, U Banquet (Sino Plaza) and closed one restaurant, namely, U Banquet (Wan Chai) as the lease for the premises had expired in May 2013.

The newly opened restaurant of the Group expanded our restaurant network and geographical footprint which further solidifies our position in the Chinese full-service restaurant industry in Hong Kong.

### Provision of Wedding Services

During the nine months ended 30 September 2014, we operated two shops which provide shooting of wedding photos, rental and sale of wedding gowns and decoration and rental of wedding halls under the trade name of "U Weddings". We distinguish ourselves from our competitors by our ability to provide (as a specialized wedding service provider one-stop) our customers high quality wedding banquet and wedding services.

### Distribution of Goods

Our distribution of goods business consists of sourcing fresh vegetables, fruits, seafood and frozen meat for local restaurants and other food ingredient suppliers. During the nine months ended 30 September 2014, we continued to seek potential customers in respect of distribution of goods business to broaden our revenue stream.

## FINANCIAL REVIEW

### Nine months ended 30 September 2014 compared with nine months ended 30 September 2013

#### Revenue

During the nine months ended 30 September 2014, the Group's revenue amounted to approximately HK\$280,243,000, representing an increase of approximately 14% as compared to the corresponding period in 2013. The increase was primarily due to the contribution from the newly opened restaurants in U Banquet (Wong Tai Sin), Hot Pot Cuisine Restaurant and U Banquet (Sino Plaza) for which U Banquet (Wong Tai Sin) and Hot Pot Cuisine Restaurant were opened in April 2013 whereas U Banquet (Sino Plaza) was opened in late November 2013.

與去年同期相比，本集團成功開設一間新酒樓，即譽宴（信和廣場），及由於租賃物業於二零一三年五月到期而關閉一間酒樓，即譽宴（灣仔）。

本集團新開設的酒樓擴闊我們的酒樓網絡及地理足跡以進一步鞏固我們於香港中式全套服務酒樓行業的地位。

### 提供婚禮服務

截至二零一四年九月三十日止九個月，我們以商業名稱「U Weddings」營運兩間可提供拍攝婚禮照片、租售婚紗禮服及裝飾，以及租賃婚禮大堂服務的商舖。我們通過提供優質婚宴及婚禮服務，作為一站式專業婚禮服務供應商而從我們的競爭對手脫穎而出。

### 分銷貨品

我們的分銷貨品業務包括為主要本地酒樓及其他食品配料供應商採購新鮮蔬菜、水果、海鮮及凍肉。截至二零一四年九月三十日止九個月，我們繼續尋求有關分銷貨品業務的潛在客戶以拓寬我們的收益來源。

### 財務回顧

截至二零一四年九月三十日止九個月對比截至二零一三年九月三十日止九個月

#### 收益

截至二零一四年九月三十日止九個月，本集團收益達約280,243,000港元，較二零一三年同期增加約14%，該增加主要由於譽宴（黃大仙）、涮得棧星級火鍋及譽宴（信和廣場）新開業酒樓的收益貢獻。譽宴（黃大仙）及涮得棧星級火鍋乃於二零一三年四月開設，而譽宴（信和廣場）乃於二零一三年十一月下旬開設。

Revenue was mainly generated from the operation of restaurants of approximately HK\$274,140,000, representing approximately 98% of total revenue. It increased by approximately 15% or HK\$36,510,000 from approximately HK\$237,630,000 as compared to the corresponding period in 2013. Excluding those restaurants that are/is newly opened or closed, revenue from operation of restaurants for the nine months ended 30 September 2014 decreased by approximately 1% or HK\$2,550,000. The decrease was mainly due to the drop of revenue generated from U Banquet Mongkok (1) and U Banquet Mongkok (2) restaurants by approximately 8% or HK\$4,561,000 as the Group refurbished U Banquet Mongkok (1) and U Banquet Mongkok (2) restaurants for around 1.5 months during the nine months ended 30 September 2014.

Revenue arising from provision of wedding services decreased by approximately 31% or HK\$1,333,000 which was mainly due to the decrease in number of wedding banquet services during the nine months ended 30 September 2014 compared to the corresponding period in 2013.

Revenue arising from the distribution of goods decreased by approximately 34% or HK\$1,627,000 as one of the Group's major customers had ceased its business during the period under review.

### Cost of Revenue

Cost of revenue for the nine months ended 30 September 2014 amounted to approximately HK\$66,860,000, representing an increase of approximately 3% compared to the corresponding period in 2013. The rise was in line with the increase of revenue for the nine months ended 30 September 2014. The cost of revenue comprised cost of materials consumed, cost of distribution of goods and cost of provision of wedding services. The cost of revenue remained stable representing approximately 24% of the Group's revenue for the nine months ended 30 September 2014 (2013: approximately 26%).

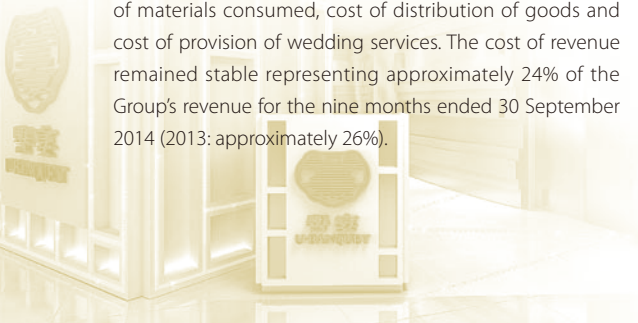
主要產生於酒樓營運的收益約為274,140,000港元，佔總收益約98%。其較二零一三年同期約237,630,000港元增加約15%或36,510,000港元。截至二零一四年九月三十日止九個月，除新開業或結業的酒樓，來自酒樓營運的收益下跌約1%或2,550,000港元。該減少主要由於截至二零一四年九月三十日止九個月內本集團翻新譽宴旺角(1)及譽宴旺角(2)酒樓，耗時約1.5個月，致使譽宴旺角(1)及譽宴旺角(2)酒樓產生的收益下跌約8%或4,561,000港元。

提供婚宴服務產生的收入減少約31%或1,333,000港元，主要由於截至二零一四年九月三十日止九個月的婚宴服務數量較二零一三年同期減少。

來自分銷貨品的收益減少約34%或1,627,000港元，乃由於本集團的主要客戶已於回顧期間內終止其業務所致。

### 收益成本

截至二零一四年九月三十日止九個月之收益成本約為66,860,000港元，較二零一三年同期增長約3%。收益成本增長與截至二零一四年九月三十日止九個月之收益增長相符。收益成本包括用料成本、分銷貨品成本及提供婚禮服務的成本。截至二零一四年九月三十日止九個月，收益成本相對穩定，佔本集團收益之約24%（二零一三年：約26%）。



### Employee Benefit Expenses

Employee benefits expenses were approximately HK\$74,612,000 (2013: HK\$61,877,000). The increase was mainly due to nine months expenses incurred for U Banquet (Wong Tai Sin) and Hot Pot Cuisine Restaurant whereas only five months expenses incurred in the corresponding period in 2013, a newly opened U Banquet (Sino Plaza) in November 2013 and the wage adjustments to retain experienced staff under the inflationary environment.

### Operating Lease Payments

Operating lease payments for the nine months ended 30 September 2014 amounted to approximately HK\$45,868,000, representing an increase of approximately 35% as compared to the corresponding period in 2013. The increase was mainly due to a new lease agreement for U Banquet (Sino Plaza) opened in late November 2013.

### Other Expenses

Other expenses mainly represent expenses incurred for the Group's operation, consisting of consultancy service fee, service fees to temporary workers, kitchen consumables, laundry, cleaning, repair and maintenance, advertising and promotion, etc. For the nine months ended 30 September 2014, other expenses amounted to approximately HK\$50,236,000, representing an increase of approximately 4% as compared to the corresponding period in 2013. This rise was primarily due to certain administration expenses incurred related to the listing of the Company on the GEM and increase of other expenses for a newly opened restaurant, i.e. U Banquet(Sino Plaza) for the nine months ended 30 September 2014 while there were no such expenses for the corresponding period in 2013. In addition, consultancy service fees related to corporate advisory services incurred by the Group for the nine months ended 30 September 2014 amounted to approximately HK\$2,843,000, while no such expenses was incurred for the corresponding period in 2013.

### 僱員福利開支

僱員福利開支約為74,612,000港元(二零一三年: 61,877,000港元)。增長主要由於譽宴(黃大仙)及涮得棧星級火鍋產生九個月開支而二零一三年相應期間僅產生五個月開支、譽宴(信和廣場)於二零一三年十一月新開業以及因通貨膨脹而調整工資以保留經驗豐富僱員所致。

### 經營租賃付款

截至二零一四年九月三十日止九個月，經營租賃付款約為45,868,000港元，較二零一三年同期增長約35%。增加主要由於譽宴(信和廣場)於二零一三年十一月底開設訂立一份新租賃協議所致。

### 其他開支

其他開支主要指本集團的營運開支，包括顧問服務費、付予臨時工人的服務費、廚具、洗衣、清潔、維修及維護、廣告及推廣費用等。截至二零一四年九月三十日止九個月，其他開支約為50,236,000港元，較二零一三年同期增長約4%。該增長主要由於截至二零一四年九月三十日止九個月，就本公司於創業板上市產生的若干行政開支以及就新酒樓(即譽宴(信和廣場))開業產生的其他開支增加，而二零一三年同期並無該等開支。此外，截至二零一四年九月三十日止九個月，本集團就企業諮詢服務產生之顧問費用達約2,843,000港元，而二零一三年同期並無產生該等開支。



## Profit Attributable to Owners and Net Profit Margin

The profit attributable to owners of the Company for the nine months ended 30 September 2014 amounted to approximately HK\$5,084,000 (2013: loss attributable to owners of the company amounted to approximately HK\$1,819,000). The net profit margin for the nine months ended 30 September 2014 was 2% (2013: the net loss margin was 1%). When compared with the result for the corresponding period in 2013, there was an increase in profit attributable to owners of the Group and net profit margin. The increase was mainly due to no listing expenses was incurred during the nine months ended 30 September 2014 (2013: HK\$ 8.1 million).

## Dividends

The Directors do not recommend payment of dividend for the nine months ended 30 September 2014.

## Subsequent Event

### *Acquisition of entire interest in Billion Treasure*

Other than disclosed in note 10 on this third quarterly results announcement, further details of the acquisition are set out in the announcement dated 10 October 2014.

## Prospects

The operating environment in Hong Kong is expected to be challenging for the foreseeable future. Nonetheless, the management is confident that the Group can succeed and enhance the shareholders' value.

The Group is continuously searching for appropriate locations with high traffic flow and reasonable rentals to expand its restaurant network. The Group launched a new restaurant in Sino Plaza in November 2013. This new restaurant is expected to become another major income stream for the Group and helps enlarge the Group's market share within the industry.

The Group will continue deploying different marketing strategies, adding creative features to the existing and new restaurants, meanwhile, implementing effective cost control measures and minimizing the operating costs on rental, raw materials and labour accordingly.

## 擁有人應佔溢利及純利率

截至二零一四年九月三十日止九個月，本公司擁有人應佔溢利為約5,084,000港元（二零一三年：本公司擁有人應佔虧損為約1,819,000港元）。截至二零一四年九月三十日止九個月的純利率為2%（二零一三年：淨虧損率為1%）。與二零一三年同期業績比較，本集團擁有人應佔溢利及純利率增加。該增加主要由於截至二零一四年九月三十日止九個月並無產生上市開支（二零一三年：8,100,000港元）。

## 股息

董事不建議派發截至二零一四年九月三十日止九個月的股息。

## 期後事項

### *收購億采的全部股權*

除了本第三季度業績公告附註10所披露外，收購事項的進一步詳情載於日期為二零一四年十月十日的公佈。

## 展望

預期香港的營運環境於可預見未來具有挑戰性。儘管如此，管理層相信本集團可以繼續獲得成功並提升股東價值。

本集團將繼續搜尋交通流量高且租金合理的適當位置以擴展其酒樓網絡。本集團於二零一三年十一月在信和廣場新開一間酒樓。預期新酒樓會成為本集團另外一個主要收入來源，並在行業內拓展本集團之市場份額。

本集團將繼續尋求不同的市場策略，為現有及新酒樓增加創意特色。同時，相應執行有效成本控制策略及降低租金、原材料及勞動力營運成本。

On 10 July 2014, U Banquet Group Limited, an indirect wholly-owned subsidiary of the Company and the franchisee who is an independent third party entered into a two-years franchise agreement whereas the Company granted to the franchisee a non-exclusive right, license and franchise to open and operate a Chinese restaurant under the Company's trade name.

The Group will receive a monthly franchise fee of HK\$125,000 for 24 months and the franchisee will also pay the Group 10% of the monthly gross turnover of the franchised business as management fee. In addition, the Group shall provide consultancy services to the franchisee, including human resource management, food quality control, energy saving and staff training. The restaurant was opened in September this year and located in Kowloon Bay. The Group had received approximately HK\$438,000 in respect of franchise and management fee during the three months ended 30 September 2014.

The Group will continue expanding its business scale, including opening more local restaurants proactively in order to sustain the Group's growth and deliver satisfactory returns to its shareholders.

To manage the Group's compliance status, the Legal and Compliance Committee held monthly meetings to review the Group's compliance with the GEM Listing Rules, internal control measures and all relevant laws and regulations. The results of such review were satisfactory.

Looking forward, the Group will utilise its available resources to engage in its current business. Apart from this, the Group will also continue to explore business opportunities associated with its core business to strengthen its revenue base and maximise the return of the shareholders and the value of the Company.

於二零一四年七月十日，本公司一家間接全資附屬公司譽宴集團有限公司與特許經營人（其為獨立第三方）訂立兩年期特許經營協議，當中本公司向特許經營人授出非獨家權利、許可及特許，藉以按本公司商業名稱開辦及經營一家中式酒樓。

本集團將收取24個月的特許經營費每月125,000港元，而特許經營人亦向本集團支付特許經營業務每月總營業額之10%作為管理費。此外，本集團將向特許經營人提供諮詢服務，包括人力資源管理、食品質量控制、節能及員工培訓。該酒樓已於今年九月開業並位於九龍。本集團於截至二零一四年九月三十日止三個月已獲得有關特許經營及管理費約438,000港元。

本集團將繼續擴展其業務規模，包括積極開設更多當地酒樓，以保持集團增長及為股東帶來滿意回報。

為管理本集團的合規事宜，法律及合規委員會每月開會審閱本集團於創業板上市規則、內部控制措施及所有相關法例及法規的合規事宜。獲得滿意審查結果。

展望未來，本集團將繼續動用其可用資源保持其現有業務。除此之外，本集團亦將繼續開拓與核心業務有關的業務機遇，以鞏固其收益基礎，為股東創造最高回報及將公司價值最大化。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

On 30 September 2014, Mr. Cheung Ka Ho, Mr. Cheung Ka Kei and Ms. Wong Tsip Yue, Pauline, Directors, had the following interests in the shares and underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as recorded in the register required to be kept under section 352 of SFO:

## 董事及主要行政人員於本公司股份、相關股份及債權證中的權益及淡倉

於二零一四年九月三十日，張家豪先生、張家驥先生及王婕妤女士（董事）於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份中擁有根據證券及期貨條例第352條須記錄於該條例所指登記冊內的權益如下：

Name of Directors	Name of Companies	Capacity	Number of shares and underlying shares	Percentage of shareholding
董事名稱	公司名稱	身份	股份及相關股份數目	股權百分比
Mr. CHEUNG Ka Ho 張家豪先生	the Company 本公司	Interest in a controlled corporation (Note 1) 受控制法團權益(附註1)	255,570,000	55.80%
Mr. CHEUNG Ka Kei 張家驥先生	the Company 本公司	Interest in a controlled corporation (Note 1) 受控制法團權益(附註1)	255,570,000	55.80%
Mr. CHEUNG Ka Ho 張家豪先生	U Banquet (Cheung's) Holdings Company Limited ("U Banquet (Cheung's)")	Personal interest (held as beneficial owner) (Note 2) 個人權益(作為實益擁有人持有)(附註2)	585	58.50%
Mr. CHEUNG Ka Kei 張家驥先生	U Banquet (Cheung's)	Personal interest (held as beneficial owner) (Note 2) 個人權益(作為實益擁有人持有)(附註2)	415	41.50%
Ms. WONG Tsip Yue, Pauline 王婕妤女士	the Company 本公司	Interest of spouse (Note 3) 配偶權益(附註3)	200,000	0.04%

## Notes:

1. Mr. Cheung Ka Ho and Mr. Cheung Ka Kei are the beneficial owners of U Banquet (Cheung's) who directly held 255,570,000 shares of the Company.
2. U Banquet (Cheung's) is a holding company of the Company. Therefore, U Banquet (Cheung's) is an associated corporation of the Company within the meaning of Part XV of the SFO.
3. Ms. WONG Tsip Yue, Pauline, spouse of Mr. SUEN Wa Hing Hornby, was deemed to be interested in the 200,000 shares in which Mr. SUEN Wa Hing Hornby is interested for the purpose of the SFO.
4. All interests stated above represent long positions.

During the nine months ended 30 September 2014, there were no debt securities issued by the Group at any time. Save as disclosed herein, as at 30 September 2014, none of the Directors or chief executive of the Company or their associates had any interests and short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to have taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules"), to be notified to the Company and the Stock Exchange.

## 附註：

1. 張家豪先生及張家驥先生為U Banquet (Cheung's)的實益擁有人，而U Banquet (Cheung's)直接持有本公司255,570,000股股份。
2. U Banquet (Cheung's)為本公司的控股公司。因此，U Banquet (Cheung's)為本公司的相聯法團（定義見證券及期貨條例第XV部）。
3. 就證券及期貨條例而言，孫華興先生的配偶王建婷女士被視為於孫華興先生擁有的200,000股股份中擁有權益。
4. 上述權益皆為好倉。

於截至二零一四年九月三十日止九個月內，本集團概無於任何時間發行債務證券。除本報告所披露者外，於二零一四年九月三十日，本公司董事或主要行政人員或彼等之聯繫人士概無在本公司及或任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中，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香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之有關條文彼等被計作或視為擁有之權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條例所指登記冊內之權益或淡倉；或根據香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）第5.46至5.67條而須知會本公司及聯交所之權益及淡倉。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

To the best of Director's knowledge, at 30 September 2014, the following shareholders had interests in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

### Long positions in shares of the Company

Name	Capacity	Number of shares	Percentage of shareholding
名稱	身份	股份數目	百分比
U Banquet (Cheung's) (Note 1) (附註 1)	Beneficial owner 實益擁有人	255,570,000	55.80%
Century Great Investments Limited (Note 2) (附註 2)	Beneficial owner 實益擁有人	24,430,000	5.33%
Mr. Yip Wang Kwong 葉宏光	Beneficial owner 實益擁有人	43,000,000	9.38%

Notes:

- Mr. Cheung Ka Ho and Mr. Cheung Ka Kei, both Directors, are the beneficial owners of U Banquet (Cheung's), being the holding company of the Company, and were therefore deemed to have an interest in the shares which U Banquet (Cheung's) was interested in. Ms. Lam Hoi Yan, spouse of Mr. Cheung Ka Ho and Ms. Lau Lai Mau, spouse of Mr. Cheung Ka Kei, were deemed to be interested in the 255,570,000 shares in which Mr. Cheung Ka Ho and Mr. Cheung Ka Kei are interested in for the purpose of the SFO.
- Mr. Law Sai Hung is the sole beneficial owner of Century Great Investments Limited, which directly held 24,430,000 shares of the Company, and was therefore deemed to have an interest in the shares which Century Great Investments Limited was interested.

## 主要股東及其他人士於本公司股份、相關股份及債權證中的權益以及淡倉

就董事所知悉，於二零一四年九月三十日，以下股東於本公司的股份或相關股份中擁有根據證券及期貨條例第 336 條須記錄於該條例所指登記冊內的權益：

### 於本公司股份中的好倉

Name	Capacity	Number of shares	Percentage of shareholding
名稱	身份	股份數目	百分比
U Banquet (Cheung's) (Note 1) (附註 1)	Beneficial owner 實益擁有人	255,570,000	55.80%
Century Great Investments Limited (Note 2) (附註 2)	Beneficial owner 實益擁有人	24,430,000	5.33%
Mr. Yip Wang Kwong 葉宏光	Beneficial owner 實益擁有人	43,000,000	9.38%

附註：

- 張家豪先生及張家驥先生（均為董事）為 U Banquet (Cheung's) 的實益擁有人，而 U Banquet (Cheung's) 為本公司的控股公司，因此張家豪先生及張家驥先生被視為於 U Banquet (Cheung's) 所擁有權益的股份中擁有權益。根據證券及期貨條例，張家豪先生的配偶林凱欣女士及張家驥先生的配偶劉麗茂女士被視作擁有張家豪先生及張家驥先生所持 255,570,000 股股份之權益。
- 羅世鴻先生為 Century Great Investments Limited 唯一實益擁有人，而 Century Great Investments Limited 直接持有本公司 24,430,000 股股份。因此羅世鴻先生被視作擁有 Century Great Investments Limited 所持股份之權益。

## DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the nine months ended 30 September 2014, the Directors are not aware of any business or interest of the Directors, the management of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the nine months ended 30 September 2014.

## SHARE OPTION SCHEME

The share option scheme of the Company ("Scheme") was adopted pursuant to a resolution passed by the Company's shareholders on 19 November 2013 ("Adoption Date") for the primary purpose of providing eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Scheme include any employees, any executives, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

The Scheme became effective on 10 December 2013 ("Listing Date") and, unless otherwise cancelled or amended, will remain in force for 10 years commencing on the Listing Date, the principal terms of which were summarized in the paragraph headed "Share Option Scheme" in Appendix IV to the Company's prospectus dated 28 November 2013.

No share options were granted, exercised or cancelled by the Company under the Scheme during the nine months ended 30 September 2014 and there were no outstanding share options under the Scheme as at 30 September 2014.

## 董事於競爭業務中擁有的權益

截至二零一四年九月三十日止九個月，董事並未知悉任何本公司董事、管理層及其相關聯繫人士（定義見創業板上市規則）的業務或權益會或可能會與本集團業務形成競爭，亦不知悉任何該等人士與本集團具有或可能具有任何其他利益衝突。

## 購買、出售或贖回本公司的上市證券

截至二零一四年九月三十日止九個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 購股權計劃

本公司的購股權計劃（「計劃」）乃根據二零一三年十一月十九日（「採納日」）本公司股東通過的一項決議案而獲採納，旨在向合資格參與者提供機會可擁有本公司個人股份，並激勵、吸引及留任合資格參與者，其貢獻對本集團長期發展及盈利尤為重要。計劃合資格參與者包括本公司或任何其附屬公司的任何僱員、任何執行及非執行董事（包括獨立非執行董事）、顧問及諮詢人。

計劃已於二零一三年十二月十日（「上市日期」）生效，除非另行撤銷或經修訂，否則將自上市日期開始有效期為期十年，其主要條款概述於本公司日期為二零一三年十一月二十八日之招股章程附錄四「購股權計劃」一段。

截至二零一四年九月三十日止九個月，本公司概無根據計劃授出、行使或註銷購股權且於二零一四年九月三十日計劃項下並無尚未行使的購股權。

## CORPORATE GOVERNANCE PRACTICES

The Company is committed to ensure a high standard of corporate governance in the interests of the shareholders and devotes considerable effort to maintain high level of business ethics and corporate governance practices. The Company has complied with the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules throughout the nine months ended 30 September 2014. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the nine months ended 30 September 2014, except for certain deviations as specified with considered reasons for such deviations as explained below.

Under Code Provision A.2.1 of the CG Code, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual.

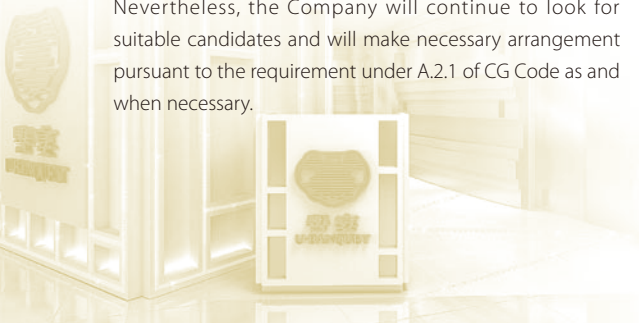
During the nine months ended 30 September 2014 under review, the Company has not separated the roles of chairman and chief executive officer of the Company. Mr. Cheung Ka Ho was the chairman and also the chief executive officer of the Company responsible for overseeing the operations of the Group during such period. Due to the nature and the extent of the Group's operations and Mr. Cheung Ka Ho's in-depth knowledge and experience in the industry and his familiarity with the operations of the Group, the Board believes that vesting the roles of both Chairman and chief executive officer in the same person provides the Group with strong and consistent leadership enabling the Group to operate efficiently. The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high-calibre individuals, with 3 of them being Independent Non-Executive Directors. Nevertheless, the Company will continue to look for suitable candidates and will make necessary arrangement pursuant to the requirement under A.2.1 of CG Code as and when necessary.

## 企業管治常規

為保障我們股東的利益，本公司致力於確保高標準的企業管治，且投入大量精力維持高水平業務道德及企業管治常規。本公司於截至二零一四年九月三十日止九個月已遵守創業板上市規則附錄15中的企業管治守則（「企業管治守則」）。於截至二零一四年九月三十日止九個月內，本公司採用企業管治守則中的原則並遵循其中的適用守則條文，惟如下所述因經考慮原因引致的任何若干偏差除外。

根據企業管治守則守則條文第A.2.1條，主席及行政總裁的角色應予區分及不應由同一人兼任。

回顧截至二零一四年九月三十日止九個月，本公司並無區分本公司主席與行政總裁的角色。於有關期間，張家豪先生為本公司主席兼行政總裁，負責監管本集團營運。由於本集團的營運性質及範圍，以及張家豪先生於行業的淵博知識以及其熟諳本集團的業務營運，董事會認為，主席及行政總裁的職務由同一人擔任可為本集團提供強勁及持續領導以使本集團能夠高效營運。董事會認為，董事會的營運可確保權力及授權之間的充分平衡，董事會由資深高素質人士組成，其中三位為獨立非執行董事。然而，本公司將繼續尋求合適候選人，並於必要時根據企業管治守則第A.2.1條的規定作出必要安排。



## DIRECTORS' SECURITIES TRANSACTIONS

The Group had adopted Rules 5.48 to Rules 5.67 Rules of the GEM Listing Rules ("Model Code") as its own code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings.

After making specific enquiry with all the Directors, all the Directors of the Company had confirmed compliance with the required standard of dealings and the code of conduct for Directors' securities transactions during the nine months ended 30 September 2014.

## INTERESTS OF THE COMPLIANCE ADVISER

As notified by the Company's compliance adviser, Quam Capital Limited (the "Compliance Adviser"), except for the financial adviser agreement entered into between the Company and Compliance Adviser in relation to a connected transaction in relation to the acquisition to entire interest in Billion Treasure as disclosed in the announcement of the Company dated 10 October 2014, neither the Compliance Adviser nor its directors, employees or associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules as at 30 September 2014.

## AUDIT COMMITTEE

The Company has established an Audit Committee on 19 November 2013 with written terms of reference in compliance with the Rules 5.28 to 5.33 of the GEM Listing Rules and the Code on Corporate Governance. The Audit Committee performs, amongst others, the following functions:

- Review financial information of the Group
- Review relationship with and terms of appointment of the external auditors

## 董事進行證券交易

本集團已採納創業板上市規則（「標準守則」）第5.48條至第5.67條，作為其董事進行證券買賣之守則，其條款不遜於所要求之交易準則。

經向全體董事作出具體查詢後，本公司全體董事確認於截至二零一四年九月三十日止九個月已遵守交易規定之準則及董事進行證券交易之操守守則。

## 合規顧問的權益

經本公司合規顧問華富嘉洛企業融資有限公司（「合規顧問」）告知，除本公司與合規顧問就收購億采全部權益之關連交易訂立之財務顧問協議（如本公司日期為二零一四年十月十日之公告所披露）外，合規顧問或其董事、僱員或聯繫人於二零一四年九月三十日概無擁有根據創業板上市規則第6A.32條須通知本集團的有關本公司的任何權益。

## 審核委員會

本公司於二零一三年十一月十九日設立審核委員會並訂有符合創業板上市規則第5.28至5.33條及企業管治守則的書面職權範圍。審核委員會履行（其中包括）以下職能：

- 審閱本集團的財務資料
- 審閱與外部核數師關係及委任期限



- Review the Company's financial reporting system, internal control system and risk management system.

The Audit Committee oversees the internal control system of the Group, reports to the Board on any material issues, and makes recommendations to the Board.

The Audit Committee comprises three members namely:—

Mr. Wong Sui Chi (*Chairman*)

Mr. Chung Kong Mo *JP*

Ms. Wong Tsip Yue, Pauline

The unaudited third quarterly financial results of the Group for the nine months ended 30 September 2014 has been reviewed by the Audit Committee.

By Order of the Board  
**U Banquet Group Holding Limited**  
**Cheung Ka Ho**  
*Chairman and Executive Director*

Hong Kong, 10 November 2014

*As at the date of this report, the executive Director is Mr. Cheung Ka Ho, Mr. Cheung Ka Kei and Mr. Kan Yiu Pong and the independent non-executive Directors are Mr. Chung Kong Mo JP, Ms. Wong Tsip Yue, Pauline and Mr. Wong Sui Chi.*

*This report will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for seven days from the day of its posting and on the website of the Company at [www.u-banquetgroup.com](http://www.u-banquetgroup.com).*

- 審閱本公司財務報告系統、內部控制系統及風險管理系統。

審核委員會監管本集團內部控制系統，向董事會報告任何重大事項及向董事會推薦建議。

審核委員會包括三名成員，即：—

黃瑞熾先生（主席）

鍾港武先生 太平紳士

王婕妤女士

本集團截至二零一四年九月三十日止九個月的未經審核第三季度財務業績已經審核委員會審閱。

承董事會命  
**譽宴集團控股有限公司**  
主席兼執行董事  
**張家豪**

香港，二零一四年十一月十日

於本報告日期，執行董事為張家豪先生、張家驥先生及簡耀邦先生，而獨立非執行董事為鍾港武先生太平紳士、王婕妤女士及黃瑞熾先生。

本報告將由其刊登日期起計最少七日於創業板網站[www.hkgem.com](http://www.hkgem.com)「最新公司公告」網頁刊載。本報告亦將於本公司網站[www.u-banquetgroup.com](http://www.u-banquetgroup.com)刊載。



**U BANQUET GROUP HOLDING LIMITED**  
**譽宴集團控股有限公司**