

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

# JIA

## Jia Group Holdings Limited 佳民集團有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：8519)

### 截至二零二一年三月三十一日止三個月 之第一季度業績公告

佳民集團有限公司(「本公司」)之董事(「董事」)會(「董事會」)欣然公告本公司截至二零二一年三月三十一日止三個月之未經審核業績。本公告載有本公司二零二一年第一季度報告全文，符合香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)有關隨附第一季度業績初步公告的資料的相關規定。本公司二零二一年第一季度報告印刷本將於適當時候寄發予本公司股東，並於GEM網站www.hkgem.com及本公司網站www.jiagroup.co可供查閱。

承董事會命  
佳民集團有限公司  
主席及執行董事  
黃佩茵

香港，二零二一年五月十四日

於本公告日期，執行董事為黃佩茵女士及溫雪儀女士；及獨立非執行董事為梁玉麟先生、Devin Nijanthan Chanmugam先生及Wee Keng Hiong Tony先生。

本公告資料乃遵照GEM上市規則而刊載，旨在提供有關本公司的資料；本公司的董事願就本公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，本公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，足以令致本公告或其所載任何陳述產生誤導。

本公告將由其張貼日起計最少一連七天於GEM網站www.hkgem.com內之「最新公司公告」頁內刊登，並於本公司網站www.jiagroup.co內刊登。

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

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

香港聯合交易所有限公司(「聯交所」)GEM的特色

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

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

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

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

# FINANCIAL HIGHLIGHTS

## 財務摘要

### HIGHLIGHTS

### 摘要

		Three months ended 31 March 截至3月31日止三個月		
		2021	2020	Change
		HK\$'000	HK\$'000	
		千港元	千港元	變動
		(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	
Revenue	收入	43,610	45,515	(1,905)
Loss for the period	期內虧損	(7,233)	(12,459)	5,226
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	(6,868)	(12,459)	5,591
Loss per share (HK cents)	每股虧損(港仙)	(0.67)	(1.45)	0.78

- The Group recorded an unaudited revenue of approximately HK\$43.6 million for the three months ended 31 March 2021, representing a decrease of approximately 4.2% as compared with that for the corresponding period in 2020.

— 截至2021年3月31日止三個月，本集團錄得未經審核收入約43.6百萬港元，較2020年同期減少約4.2%。
- The Group's unaudited loss was approximately HK\$7.2 million for the three months ended 31 March 2021, representing a decrease in loss of approximately HK\$5.2 million or approximately 41.9% as compared with a loss of approximately HK\$12.5 million for the corresponding period in 2020.

— 截至2021年3月31日止三個月，本集團的未經審核虧損約為7.2百萬港元，較2020年同期的虧損約12.5百萬港元減少虧損約5.2百萬港元或約41.9%。
- The board of Directors of the Company (the "Board") does not recommend the payment of dividend for the three months ended 31 March 2021 (2020: nil).

— 本公司董事會(「董事會」)不建議就截至2021年3月31日止三個月派付任何股息(2020年：無)。

# UNAUDITED CONDENSED CONSOLIDATED FIRST QUARTERLY RESULTS

## 未經審核簡明綜合第一季度業績

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

The Board is pleased to announce the unaudited condensed consolidated first quarterly results of the Group for the three months ended 31 March 2021 together with the comparative unaudited figures of the corresponding period in 2020, as follows:

董事會欣然宣佈本集團截至2021年3月31日止三個月未經審核簡明綜合第一季度業績連同2020年同期未經審核比較數字如下：

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 未經審核簡明綜合全面收益表

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

		Three months ended 31 March		
		截至3月31日止三個月		
		2021	2020	
		(re-presented)		
		(經重列)		
Notes		HK\$'000	HK\$'000	
附註		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收入	3	43,610	45,515
Other income	其他收入	4	1,666	1,575
Raw materials and consumables used	所用原材料及耗材		(12,393)	(11,401)
Staff costs	員工成本		(19,769)	(23,095)
Depreciation	折舊		(7,728)	(8,887)
Property rentals and related expenses	物業租金及相關開支		(1,910)	(7,257)
Utility expenses	日常開支		(1,243)	(1,867)
Advertising and promotion expenses	廣告及推廣開支		(1,817)	(1,483)
Other operating expenses	其他經營開支		(6,918)	(4,905)
Finance costs	融資成本		(714)	(581)
Loss before taxation	除稅前虧損	5	(7,216)	(12,386)
Income tax expense	所得稅開支	6	(17)	(73)
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	7	(7,233)	(12,459)
Loss and total comprehensive expense for the period attributable to	應佔期內虧損及全面開支總額			
– Owners of the Company	– 本公司擁有人		(6,868)	(12,459)
– Non-controlling interests	– 非控股權益		(365)	–
<b>Loss per share</b>	<b>每股虧損</b>			
Basic and diluted (HK cents)	基本及攤薄(港仙)	8	(0.67)	(1.45)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

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

		Share capital	Share premium	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	其他儲備	累計虧損	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
At 1 January 2020	於2020年1月1日	8,600	73,601	10,326	(63,352)	29,175	–	29,175
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	–	–	–	(12,459)	(12,459)	–	(12,459)
At 31 March 2020	於2020年3月31日	8,600	73,601	10,326	(75,811)	16,716	–	16,716
At 1 January 2021	於2021年1月1日	10,319	85,265	10,326	(80,872)	25,038	(1,500)	23,538
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	–	–	–	(6,868)	(6,868)	(365)	(7,233)
At 31 March 2021	於2021年3月31日	10,319	85,265	10,326	(87,740)	18,170	(1,865)	16,305

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

### I. GENERAL

The Company was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Cayman Companies Law on 21 August 2015 and the Company's shares (the "Shares") were successfully listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 8 February 2018 (the "Listing Date"). Its immediate and ultimate holding company is Giant Mind International Limited ("Giant Mind"), a company incorporated in the British Virgin Islands ("BVI") and is controlled by Ms. Wong Pui Yain. The address of the Company's registered office and principal place of business are Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands and Office No.5 on 22nd Floor, Universal Trade Centre, No.3 Arbuthnot Road, Central, Hong Kong, respectively.

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

### 2. BASIS OF PRESENTATION AND PRESENTATION OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The unaudited condensed consolidated financial information of the Group for the three months ended 31 March 2021 has been prepared in accordance with accounting policies, which conform with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), the disclosure requirements of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the applicable disclosure provisions of the GEM Listing rules.

### I. 一般資料

本公司於2015年8月21日根據開曼公司法在開曼群島註冊成立並登記為獲豁免有限公司，本公司股份（「股份」）於2018年2月8日（「上市日期」）在香港聯合交易所有限公司（「聯交所」）GEM成功上市。其直接及最終控股公司為一間於英屬處女群島（「英屬處女群島」）註冊成立並由黃佩茵女士控制的公司Giant Mind International Limited（「Giant Mind」）。本公司的註冊辦事處及主要營業地點的地址分別為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands及香港中環亞畢諾道3號環貿中心22樓5號室。

本集團的主要業務為在香港經營餐廳。

### 2. 未經審核簡明綜合財務報表的呈列基準及呈列

本集團截至2021年3月31日止三個月的未經審核簡明綜合財務資料乃根據符合香港會計師公會（「香港會計師公會」）所頒佈的香港財務報告準則（「香港財務報告準則」）的會計政策、香港法例第622章公司條例的披露要求及GEM上市規則的適用披露規定編製。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

### 2. BASIS OF PRESENTATION AND PRESENTATION OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The unaudited condensed consolidated financial statements for the three months ended 31 March 2021 have not been audited by the Company's independent auditor, but have been reviewed by the Company's audit committee (the "Audit Committee")

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

For the purpose of preparing and presenting the financial information of the unaudited condensed consolidated financial statements, the Group has consistently adopted HKFRS issued by HKICPA which are effective for the Group's financial year beginning on 1 January 2021. The Group has not applied the new and revised HKFRS in advance that have been issued by HKICPA but are yet to be effective.

### 2. 未經審核簡明綜合財務報表的呈列基準及呈列(續)

截至2021年3月31日止三個月的未經審核簡明綜合財務報表並未經本公司獨立核數師審核，惟已由本公司審核委員會(「審核委員會」)審閱。

未經審核簡明綜合財務報表已按歷史成本基準編製，並以港元(「港元」)，亦為本公司的功能貨幣)呈列。除另有指明者外，所有數值乃四捨五入至最接近的千位數。

就編製及呈列未經審核簡明綜合財務報表的財務資料而言，本集團已貫徹採納本集團於2021年1月1日開始的財政年度生效的香港會計師公會所頒佈的香港財務報告準則。本集團並無提前採納香港會計師公會已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

### 3. REVENUE AND SEGMENTAL INFORMATION

#### (a) Revenue

Revenue represents the amounts received and receivable from restaurant operations including income from catering services (net of discount). The Group's revenue from external customers based on their nature are detailed below:

		Three months ended 31 March 截至3月31日止三個月	
		2021	2020 (re-presented) (經重列)
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue recognised over time</b>	<b>時間段內確認的收入</b>		
Catering services	餐飲服務		
– Fine dining	– 高端餐飲	25,437	19,357
– Mid-market dining	– 中端餐飲	5,793	7,856
– Specialty coffee	– 精品咖啡	4,131	–
– Casual dining	– 休閒餐飲	8,249	18,302
		<b>43,610</b>	45,515

#### (b) Segmental information

The Group's revenue is solely derived from the operation and management of restaurants in Hong Kong. For the purpose of resources allocation and performance assessment, the chief operating decision makers (being the executive directors of the Company) review the overall results and financial position of the Group as a whole, which are prepared based on the same accounting policies of the Group. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

### 3. 收入及分部資料

#### (a) 收入

收入指餐廳經營的已收及應收款項(包括餐飲服務收入(扣除折扣))。本集團基於客戶性質的來自外來客戶的收入詳述如下：

#### (b) 分部資料

本集團的收入僅來自在香港經營及管理餐廳。就資源分配及業績評估而言，主要經營決策者(即本公司的執行董事)審閱本集團按本集團相同會計政策編製的整體業績及財務狀況。因此，本集團僅有單一經營分部，故並無呈列此單一分部的進一步分析。



# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

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

#### (b) Segmental information (Continued)

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

During the three months ended 31 March 2021, membership income amounted to approximately HK\$59,000 (31 March 2020: HK\$114,000), which has been reclassified as other income, in order to demonstrate the Group's catering services and to reflect the performance of the Group's principal activities more clearly.

#### (c) Geographical information

The Group's operations were located in Hong Kong during the three months ended 31 March 2021 and 2020.

### 3. 收入及分部資料(續)

#### (b) 分部資料(續)

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

截至2021年3月31日止三個月，會費收入約59,000港元(2020年3月31日：114,000港元)重新分類為其他收入，以說明本集團的餐飲服務及更清晰地反映本集團主要業務的表現。

#### (c) 地區資料

截至2021年及2020年3月31日止三個月，本集團的營運位於香港。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

### 4. OTHER INCOME

### 4. 其他收入

		Three months ended 31 March 截至3月31日止三個月	
		2021	2020
			(re-presented) (經重列)
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest income	利息收入	11	13
Credit card commission rebate	信用卡佣金回贈	–	2
Consignment income of wines and cigars	葡萄酒及雪茄寄售收入	18	2
Event service income	活動服務收入	–	24
Restaurant consultancy service income	餐廳顧問服務收入	165	–
Membership income	會費收入	59	114
Food licence holders subsidy scheme	食物許可證持有人補貼計劃	1,400	1,400
Others	其他	13	20
		<b>1,666</b>	<b>1,575</b>

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

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

5. LOSS BEFORE TAXATION

5. 除稅前虧損

		Three months ended 31 March 截至3月31日止三個月	
		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss before taxation has been arrived at after charging:	除稅前虧損已扣除下列各項：		
Directors' remuneration	董事薪酬	508	466
Other staff costs:	其他員工成本：		
Salaries and other benefits	薪金及其他福利	18,494	21,635
Retirement benefits scheme contributions	退休福利計劃供款	767	994
Total staff costs	員工成本總額	19,769	23,095
Lease payments under operating leases in respect of land and buildings:	根據經營租賃就土地及樓宇的租賃付款：		
Short-term lease	短期租賃	25	–
Variable lease payment	可變租賃付款	782	5,083
		807	5,083

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

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

### 6. INCOME TAX EXPENSE

Hong Kong profits tax has been provided for at the rate of 16.5% on the estimated assessable profit for the three months ended 31 March 2021 and 2020.

### 6. 所得稅開支

截至2021年及2020年3月31日止三個月，香港利得稅乃按估計應課稅溢利的16.5%計提撥備。

		Three months ended 31 March	
		截至3月31日止三個月	
		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Hong Kong profits tax:	香港利得稅：		
Current tax	即期稅項	(17)	(73)

### 7. DIVIDEND

No dividend was paid by the Company for the three months ended 31 March 2021 (three months ended 31 March 2020: Nil).

### 7. 股息

本公司並無就截至2021年3月31日止三個月派付任何股息(截至2020年3月31日止三個月：無)。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the three months ended 31 March 2021  
截至2021年3月31日止三個月

### 8. LOSS PER SHARE

#### i) Basic

For the three months ended 31 March 2021, the basic loss per Share is calculated based on (i) the loss attributable to owners of the Company; and (ii) the weighted average number of ordinary shares in issue as disclosed below:

### 8. 每股虧損

#### i) 基本

截至2021年3月31日止三個月，每股基本虧損乃按下文所披露(i)本公司擁有人應佔虧損；及(ii)已發行普通股的加權平均數計算：

		Three months ended 31 March 截至3月31日止三個月	
		2021 HK\$'000 千港元 (Unaudited) (未經審核)	2020 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔期內虧損 (千港元)	(6,868)	(12,459)
Weighted average number of ordinary shares in issue (thousand Shares)	已發行普通股的加權平均數 (千股)	1,031,910	860,000
Loss per Share (HK cents)	每股虧損(港仙)	(0.67)	(1.45)

#### ii) Diluted

No adjustment has been made in relation to the share options under the Share Option Scheme as the impact of the outstanding share options during the three months ended 31 March 2021 has an anti-dilutive effect on the basic loss per share amount presented.

#### ii) 攤薄

由於截至2021年3月31日止三個月未行使購股權的影響對所呈列的每股基本虧損產生反攤薄效應，故並無就購股權計劃項下的購股權作出任何調整。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The outbreak of novel coronavirus (COVID-19) pandemic and the implementation of corresponding anti-pandemic measures by government departments inevitably created negative impact on the business operation of the Group. Given the challenging business environment, the Group adopted measures to save costs and explore new sources of income. In the meantime, the Group intensified its efforts in developing takeaway and food delivery services by making good use of its well-established multi-brand strategy to strive to maintain steady revenue growth.

The Group is a well-known Hong Kong hospitality group with award-winning restaurants. Apart from its "Duddell's" flagship brand, the Group has been expanding its brand portfolio and serving a variety of cuisines. Currently, the brand portfolio consists of 11 brands namely "Duddell's", "Louise", "MONO", "And ò", "208 Duecento Otto", "22 Ships", "Between", "Bibi & Baba", "MakMak", "Potato Head" and "Chachawan" to provide customers with more diversified options.

In terms of segment revenue, the Group's revenue from high-end catering services continued to grow. During the period under review, revenue from high-end catering services increased by 31.4% to HK\$25.4 million (three months ended 31 March 2020: HK\$19.4 million). Despite the economic downturn and weak consumption sentiment due to the coronavirus disease, "Louise" and "Duddell's" demonstrated their strong resilience against adversities and received market recognition. Compared with the first quarter of 2020, the revenue generated from "Louise" and "Duddell's" increased by 10.3%. During the period under review, the Group's restaurants continued to improve their brand values. In particular, "Duddell's" and "And ò" were awarded Michelin one-star ratings and "MONO" received the Asia's 50 Best Restaurants Award, which is an important benchmark in the global hospitality industry.

In terms of light meal business, "Between", our high-growth brand, delivered outstanding market performance. During the period under review, "Between" recorded a revenue of HK\$4.1 million. It is worth noting that "Between" restaurant was opened in November 2020 and therefore its contribution was not fully reflected in the period under review. Nevertheless, the brand will no doubt become another "new star" of the Group with its huge potential.

### 業務回顧

新型冠狀病毒(COVID-19)流行病的爆發及政府部門實施的相應防疫措施對本集團的業務營運造成無可避免的不利影響。鑒於營商環境充滿挑戰，本集團採取措施以節省成本並開拓新收入來源。同時，本集團透過善用其成熟之多元品牌策略，積極發展外賣及外送服務，致力維持穩定收入增長。

本集團是香港一家知名餐飲集團，餐廳屢獲獎項。除旗艦品牌「都爹利會館」外，本集團不斷擴展品牌組合，提供的美食包羅萬象。目前品牌組合總共有11個品牌，包括「都爹利會館」、「Louise」、「MONO」、「And ò」、「208 Duecento Otto」、「22 Ships」、「Between」、「Bibi & Baba」、「MakMak」、「Potato Head」及「Chachawan」，為顧客帶來多元化的選擇。

於分部收入上，本集團的高端餐飲服務收入維持增長。於回顧期內，高端餐飲服務收入收益增加31.4%至25.4百萬港元（截至2020年3月31日止三個月：19.4百萬港元）。儘管冠狀病毒病導致經濟下行及消費氣氛疲弱，然而「Louise」及「都爹利會館」展現出強勁之抗逆能力，更深受市場愛戴，較2020年第一季度同比收益上升10.3%。回顧期內，集團旗下餐廳品牌價值持續提升，當中「都爹利會館」及「And ò」獲選為米芝蓮一星，而「MONO」亦首度入選作為全球餐飲界重要指標的亞洲50最佳餐廳(Asia's 50 Best Restaurants Award)之一。

於輕食業務方面，高增長品牌「Between」之市場表現出類拔萃。於回顧期內，「Between」收益錄得4.1百萬港元。值得注意的是，「Between」餐廳僅於2020年11月開設，因此於回顧期內並未充分反映其貢獻。儘管如此，該品牌潛力優厚，定必成為本集團之另一「新星」。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Recognising the immense potential of “Between”, the Group successively opened two new outlets in Hong Kong during the period. “Between” was the one with the highest number of outlet openings among the Group’s brands during the period under review. In addition, “Between” gained a higher market position after entering into cooperation with Tatler Asia, a top-notch fashion brand in Asia, in February 2021 to jointly open a pop-up store in Central. To keep abreast of the dining trend in Mainland China, the Group is reviewing its brand positioning and consolidating its development potential in the Greater Bay Area. The Group will further strengthen its initiatives of enhancing the brand of “Jia” in an effort to fully unlock its market potential in Mainland China.

In view of “dining at home” increasingly gaining traction, the Group has introduced a range of approaches to grasp business opportunities. Relentless efforts have been made by the Group to develop the business of takeaway and food delivery services. Accordingly, the Group continued to optimise “JIA Everywhere”, which is a self-developed online food ordering platform to boost the performance of its takeaway business and ensure the offering of a more convenient experience to customers. Moreover, the Group continued the cooperation with leading third party food ordering platforms in Hong Kong so as to increase its market share in food delivery business.

### PROSPECTS

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

Besides, the Group will continue to streamline its production processes. In tandem with increasing efficiency and saving costs, the Group will invest more resources in deploying advanced technology systems, upgrading information technology systems and increasing big data applications, with a view to expanding the Group’s restaurants and the circle of stylish culinary lifestyle and culture and promoting long-term sustainable development.

本集團洞悉「Between」之龐大潛能，因此於期內在 香港相繼新開兩間分店，「Between」是本集團於回顧期內眾多品牌中開設最多門店網絡之品牌，並2021年2月與亞洲一流時尚品牌 Tatler Asia 合作，共同在中環開設 Pop-up 店，讓「Between」之地位更上一層樓。同時，為配合中國內地餐飲趨勢，本集團現正重新審視品牌定位，並整合於大灣區之發展潛力。本集團會於繼續加強「佳民」品牌的優化工作，以全面開拓於中國內地市場之潛力。

隨著「在家用膳」之趨勢上升，本集團推出各項措施以把握商機。本集團一直努力不懈，加強外賣及外送業務，並相應持續優化自主研发之線上訂餐平台「JIA Everywhere」，以提升外賣業務的業績表現，同時確保為顧客提供更為便利之體驗。此外，本集團繼續與香港領先之第三方訂餐平台合作，藉此增加其於外送業務中之佔有率。

### 前景

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

此外，本集團不斷精簡生產流程，在提高效率及節省成本之同時，投放更多資源部署各種先進科技系統、提升資訊科技系統及加強大數據應用，建立本集團餐廳及時尚飲食文化生活圈之擴展，促進長遠可持續發展。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Although the market was full of challenges during the period under review, the management brought good reputation and profitability for the Group's brands on a number of occasions by its excellent utilisation of resources and forward-looking market strategies. Looking forward, the Group is deeply confident that it will further create new market opportunities and reach new heights.

#### FINANCIAL REVIEW

##### Revenue

For the three months ended 31 March 2021, the Group recorded a revenue of approximately HK\$43.6 million (2020: approximately HK\$45.5 million), representing a decrease of approximately 4.2% as compared with the corresponding period of last year which was a result of the closure of our restaurants due to social gathering restrictions as required by the government of Hong Kong as a result of the COVID-19 epidemic.

##### Raw materials and consumables used

Raw materials and consumables used by the Group include, but is not limited to, vegetable, meat, seafood and frozen food etc. They are one of the major components of the Group's operating expenses which amounted to approximately HK\$12.4 million and HK\$11.4 million for the period ended 31 March 2021 and 2020, respectively, representing approximately 28.4% and 25.0% of the Group's total revenue for the corresponding period. Such increase was mainly due to the 5% increase in the use of raw materials and consumables by "Duddell's" for the three months ended 31 March 2021 as compared with the corresponding period of last year.

儘管回顧期內市場挑戰重重，但管理層憑藉出色的資源運用及前膽市場策略，屢為本集團品牌創造良好口碑及收益，展望未來，本集團深信將可更進一步創造市場新機遇，創建高峰。

##### 財務回顧

##### 收入

截至2021年3月31日止三個月，本集團錄得收入約43.6百萬港元(2020年：約45.5百萬港元)，較去年同期減少約4.2%，乃由於受到2019冠狀病毒病疫情的影響，香港政府規定我們的餐廳遵守社交聚會限制而暫時停業所致。

##### 所用原材料及耗材

本集團所用原材料及耗材包括但不限於蔬菜、肉類、海鮮及冷凍食品等。此為本集團經營開支中的主要組成部分之一，於截至2021年及2020年3月31日止期間分別約為12.4百萬港元及11.4百萬港元，佔本集團同期收入總額約28.4%及25.0%。該增加主要由於「都爹利會館」於截至2021年3月31日止三個月所用原材料及耗材較去年同期增加5%所致。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Staff costs

Staff costs represent one of the major components of the Group's operating expenses, which primarily consist of Directors' emoluments, salaries and allowance, retirement benefit scheme contributions and other benefits. Staff costs decreased by approximately HK\$3.3 million from approximately HK\$23.1 million for the three months ended 31 March 2020 to approximately HK\$19.8 million for the three months ended 31 March 2021. The decrease was mainly due to the decrease in the number of full time staff and employment of more part-time and casual workers in restaurants as a measure of cost control.

### Property rentals and related expenses

Apart from raw materials and consumables used and staff costs, property rentals also represent one of the major components of the Group's operating expenses. Property rentals and related expenses decreased by approximately HK\$5.3 million from approximately HK\$7.3 million for the three months ended 31 March 2020 to approximately HK\$1.9 million for the three months ended 31 March 2021. The decrease was mainly due to the closure of "Duddell's Airport" which amounted to approximately HK\$5.6 million reduction in the relevant rentals and related expenses.

### Loss attributable to owners of the Company

As a result of the foregoing, loss attributable to owners of the Company was approximately HK\$6.9 million for the three months ended 31 March 2021 representing a decrease in loss of approximately HK\$5.6 million as compared with a loss of approximately HK\$12.5 million for the three months ended 31 March 2020.

Such decrease in loss mainly due to the decrease in staff costs, depreciation and property rentals and related expenses.

### 員工成本

員工成本為本集團經營開支的主要組成部分之一，主要包括董事酬金、薪金及津貼、退休福利計劃供款及其他福利。員工成本自截至2020年3月31日止三個月約23.1百萬港元減少約3.3百萬港元至截至2021年3月31日止三個月約19.8百萬港元。該減少主要由於餐廳全職員工人數減少及增聘兼職及零散工以作為成本控制措施所致。

### 物業租金及相關開支

除所用原材料及耗材及員工成本外，物業租金亦為本集團經營開支的主要組成部分之一。物業租金及相關開支由截至2020年3月31日止三個月的約7.3百萬港元減少約5.3百萬港元至截至2021年3月31日止三個月的約1.9百萬港元。該減少主要由於「都爹利機場」停業，令有關租金及相關開支減少約5.6百萬港元所致。

### 本公司擁有人應佔虧損

基於上文所述，截至2021年3月31日止三個月本公司擁有人應佔虧損約為6.9百萬港元，較截至2020年3月31日止三個月的虧損約12.5百萬港元減少虧損約5.6百萬港元。

該虧損減少主要由於員工成本、折舊及物業租金及相關開支減少所致。

## OTHER INFORMATION

### 其他資料

#### INTERESTS OF THE COMPLIANCE ADVISER

As at 31 March 2021, neither Innovax Capital Limited, the compliance adviser of the Company, nor any of its directors, employees or close associates had any interests in the securities of the Company or any other companies in the Group (including option or rights to subscribe for such securities) pursuant to Rule 6A.32 of the GEM Listing Rules.

#### AUDIT COMMITTEE

The Company has established an audit committee on 23 January 2018 (the "Audit Committee") with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's draft annual, interim and quarterly financial reports and accounts and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Leung Yuk Lun Ulric (Chairperson), Mr. Devin Nijanthan Channugam and Mr. Wee Keng Hiong Tony.

The Audit Committee has reviewed this report and the unaudited condensed consolidated results of the Group for the three months ended 31 March 2021 and the effectiveness of internal controls of the Group.

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

The Directors confirm that during the period under review, there has been no purchase, sale or redemption of the Company's listed securities.

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

During the three months ended 31 March 2021, the Directors are not aware of any business and interest of the Directors or the controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the period under review.

#### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that all of the Directors complied with such required standard of dealings and its code of conduct regarding directors' securities transactions during the period under review.

#### 合規顧問的權益

於2021年3月31日，本公司合規顧問創陞融資有限公司及其任何董事、僱員或緊密聯繫人概無於本公司或本集團任何其他公司的證券中擁有GEM上市規則第6A.32條所指的任何權益(包括認購該等證券的選擇權或權利)。

#### 審核委員會

本公司已遵照GEM上市規則第5.28至第5.29條於2018年1月23日成立審核委員會(「審核委員會」)，並訂有書面職權範圍。審核委員會的主要職責為審閱本公司的年度、中期及季度財務報告草擬本及賬目，並就此向董事會提供建議及意見。審核委員會亦負責審查及監督本集團的財務申報過程及內部監控程序。審核委員會目前由三名獨立非執行董事(即梁玉麟先生(主席)、Devin Nijanthan Channugam先生及Wee Keng Hiong Tony先生)組成。

審核委員會已審閱本報告及本集團截至2021年3月31日止三個月的未經審核簡明綜合業績及本集團內部監控的有效性。

#### 購買、出售或贖回本公司上市證券

董事確認，於回顧期間，概無購買、出售或贖回本公司的上市證券。

#### 董事及控股股東於競爭業務中的權益

截至2021年3月31日止三個月，董事並不知悉董事或本公司控股股東或彼等各自的任何緊密聯繫人(定義見GEM上市規則)於回顧期間擁有任何對本集團業務構成或可能構成競爭的業務及權益，亦不知悉任何有關人士與本集團存在或可能存在任何其他利益衝突。

#### 董事的證券交易

本公司已按不較GEM上市規則第5.48至第5.67條所載交易規定標準寬鬆的條款採納董事進行證券交易的操作守則。本公司亦已向全體董事作出具體查詢，確認全體董事於回顧期間已遵守上述交易規定標準及有關董事進行證券交易的操作守則。

**INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS**

As at 31 March 2021, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part VX of the SFO), (ii) recorded in the register required to be kept under section 352 of the SFO, or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(i) Long positions in Shares and underlying Shares

**董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉**

於2021年3月31日，董事及本公司最高行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例第XV部第7及8分部被當作或視為由董事及本公司最高行政人員擁有的權益及淡倉)，(ii)記入根據證券及期貨條例第352條須備存的登記冊內的權益及淡倉，或(iii)根據GEM上市規則第5.46條至第5.67條所述的上市發行人董事進行交易的規定標準另行知會本公司及聯交所的權益及淡倉如下：

(i) 於股份及相關股份的好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of Shares/ underlying Shares 股份／相關股份數目	Percentage of shareholding 持股百分比
Ms. Wong Pui Yain 黃佩茵女士	Interest of a controlled corporation <sup>(Note 1)</sup> 受控制法團權益 <sup>(附註1)</sup>	409,670,000 <sup>(Note 1)</sup> 409,670,000 <sup>(附註1)</sup>	39.70% 39.70%
	Beneficial owner <sup>(Note 1)</sup> 實益擁有人 <sup>(附註1)</sup>	77,356,000 <sup>(Note 1)</sup> 77,356,000 <sup>(附註1)</sup>	7.50% 7.50%
	Interest of spouse <sup>(Note 1)</sup> 配偶權益 <sup>(附註1)</sup>	13,210,000 <sup>(Note 1)</sup> 13,210,000 <sup>(附註1)</sup>	1.28% 1.28%
Ms. Wan Suet Yee Cherry 溫雪儀女士	Beneficial owner 實益擁有人	850,000 <sup>(Note 2)</sup> 850,000 <sup>(附註2)</sup>	0.08% 0.08%
Mr. Leung Yuk Lun Ulric 梁玉麟先生	Beneficial owner 實益擁有人	350,000 <sup>(Note 3)</sup> 350,000 <sup>(附註3)</sup>	0.03% 0.03%
Mr. Devin Nijanthan Chanmugam Devin Nijanthan Chanmugam先生	Beneficial owner 實益擁有人	350,000 <sup>(Note 4)</sup> 350,000 <sup>(附註4)</sup>	0.03% 0.03%
Mr. Wee Keng Hiong Tony Wee Keng Hiong Tony先生	Beneficial owner 實益擁有人	1,350,000 <sup>(Note 5)</sup> 1,350,000 <sup>(附註5)</sup>	0.13% 0.13%

## OTHER INFORMATION

### 其他資料

Note 1: 409,670,000 Shares were held by Giant Mind, which was solely owned by Ms. Wong Pui Yin, and 77,356,000 Shares by Ms. Wong Pui Yin in her personal capacity, including 850,000 underlying Shares to be issued upon exercise of the share options granted to Ms. Wong Pui Yin on 11 January 2021 pursuant to the Share Option Scheme adopted on 23 January 2018 under which the said options can be exercised by Ms. Wong Pui Yin from 11 January 2021 to 10 January 2024 at the exercise price of HK\$0.13 per Share. Ms. Wong Pui Yin being spouse of Mr. Lo Yeung Kit, Alan, is deemed to be interested in 13,210,000 shares held by Mr. Lo Yeung Kit, Alan under the SFO.

Note 2: These were 850,000 underlying Shares to be issued upon exercise of the share options granted to Ms. Wan Suet Yee Cherry on 11 January 2021 pursuant to the Share Option Scheme adopted on 23 January 2018 under which the said options can be exercised by Ms. Wan Suet Yee Cherry from 11 January 2021 to 10 January 2024 at the exercise price of HK\$0.13 per Share.

Note 3: These were 350,000 underlying Shares to be issued upon exercise of the share options granted to Mr. Leung Yuk Lun Ulric on 11 January 2021 pursuant to the Share Option Scheme adopted on 23 January 2018 under which the said options can be exercised by Mr. Leung Yuk Lun Ulric from 11 January 2021 to 10 January 2024 at the exercise price of HK\$0.13 per Share.

Note 4: These were 350,000 underlying Shares to be issued upon exercise of the share options granted to Mr. Devin Nijanthan Chanmugam on 11 January 2021 pursuant to the Share Option Scheme adopted on 23 January 2018 under which the said options can be exercised by Mr. Devin Nijanthan Chanmugam from 11 January 2021 to 10 January 2024 at the exercise price of HK\$0.13 per Share.

附註1: 409,670,000股股份由Giant Mind持有，而Giant Mind由黃佩茵女士獨自擁有，且77,356,000股股份由黃佩茵女士以其個人身份持有，包括於2021年1月11日根據於2018年1月23日採納的購股權計劃授予黃佩茵女士的購股權行使時將予發行的850,000股相關股份(根據購股權計劃，黃佩茵女士可於2021年1月11日至2024年1月10日期間以每股股份0.13港元的行使價行使上述購股權)。根據證券及期貨條例，黃佩茵女士，作為羅揚傑先生的配偶，被視為於羅揚傑先生所持有之13,210,000股股份中擁有權益。

附註2: 此乃於2021年1月11日根據於2018年1月23日採納的購股權計劃授予溫雪儀女士的購股權行使時將予發行的850,000股相關股份(根據購股權計劃，溫雪儀女士可於2021年1月11日至2024年1月10日期間以每股股份0.13港元的行使價行使上述購股權)。

附註3: 此乃於2021年1月11日根據於2018年1月23日採納的購股權計劃授予梁玉麟先生的購股權行使時將予發行的350,000股相關股份(根據購股權計劃，梁玉麟先生可於2021年1月11日至2024年1月10日期間以每股股份0.13港元的行使價行使上述購股權)。

附註4: 此乃於2021年1月11日根據於2018年1月23日採納的購股權計劃授予Devin Nijanthan Chanmugam先生的購股權行使時將予發行的350,000股相關股份(根據購股權計劃，Devin Nijanthan Chanmugam先生可於2021年1月11日至2024年1月10日期間以每股股份0.13港元的行使價行使上述購股權)。

## OTHER INFORMATION 其他資料

Note 5: These included the 1,000,000 Shares held by Mr. Wee Keng Hiong Tony in his personal capacity and 350,000 underlying Shares to be issued upon exercise of the share options granted to Mr. Wee Keng Hiong Tony on 11 January 2021 pursuant to the Share Option Scheme adopted on 23 January 2018 under which the said options can be exercised by Mr. Wee Keng Hiong Tony from 11 January 2021 to 10 January 2024 at the exercise price of HK\$0.13 per Share.

附註5：當中包括Wee Keng Hiong Tony先生以其個人身份持有的1,000,000股股份，以及於2021年1月11日根據於2018年1月23日採納的購股權計劃授予Wee Keng Hiong Tony先生的購股權獲行使時將予發行的350,000股相關股份（根據購股權計劃，Wee Keng Hiong Tony先生可於2021年1月11日至2024年1月10日期間以每股股份0.13港元的行使價行使上述購股權）。

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

### (ii) 於本公司相聯法團股份及相關股份的好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity 身份	Number of shares 股份數目	Percentage of shareholding 持股百分比
Ms. Wong Pui Yain 黃佩茵女士	Giant Mind <sup>(Note)</sup> Giant Mind <sup>(附註)</sup>	Beneficial owner 實益擁有人	1,000 <sup>(Note)</sup> 1,000 <sup>(附註)</sup>	100% 100%

Note: Giant Mind held 39.70% of issued Shares of the Company.

附註：Giant Mind持有本公司已發行股份的39.70%。

Save as disclosed above, as at 31 March 2021, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which the Directors or the chief executive of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO); (ii) recorded in the register required to be kept under section 352 of the SFO or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於2021年3月31日，概無董事或本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例第XV部第7及8分部被當作或視為由董事或本公司最高行政人員擁有的權益及／或淡倉）；(ii)記入根據證券及期貨條例第352條須備存的登記冊內的權益或淡倉；或(iii)根據GEM上市規則第5.46至第5.67條所述的上市發行人董事進行交易的規定標準另行通知會本公司及聯交所的權益或淡倉。

## OTHER INFORMATION

### 其他資料

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

As at 31 March 2021, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests or short positions in Shares or underlying Shares which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which would fall to be disclosed under the provision of Divisions 2 and 3 Part XV of the SFO:

(i) Long positions in Shares

Name of shareholder	Capacity/Nature of interest	Number of Shares held/Interested	Percentage of shareholding
股東姓名	身份／權益性質	持有／擁有權益的股份數目	持股百分比
Mr. Lo Yeung Kit, Alan <sup>(Note)</sup>	Beneficial interest	13,210,000	1.28%
羅揚傑先生 <sup>(附註)</sup>	實益權益	13,210,000	1.28%
Giant Mind	Beneficial interest	409,670,000	39.70%
Giant Mind	實益權益	409,670,000	39.70%
Ms. Wong Pui Yain	Interest of a controlled corporation	409,670,000	39.70%
黃佩茵女士	受控制法團權益	409,670,000	39.70%
	Beneficial interest	77,356,000	7.50%
	實益權益	77,356,000	7.50%
	Interest of spouse	13,210,000	1.28%
	配偶權益	13,210,000	1.28%
Chartwell Value Master Fund	Beneficial owner	53,610,000	5.20%
Chartwell Value Master Fund	實益擁有人	53,610,000	5.20%
Mr. Ko Kin Hang	Beneficial owner	51,600,000	5.00%
高健行先生	實益擁有人	51,600,000	5.00%

Note: Mr. Lo Yeung Kit, Alan, the spouse of Ms. Wong Pui Yain, is deemed under the SFO to be interested in these 487,026,000 Shares in which Ms. Wong Pui Yain is interested.

附註：根據證券及期貨條例，羅揚傑先生（黃佩茵女士的配偶）被視為於黃佩茵女士擁有權益的該等487,026,000股股份中擁有權益。

#### 主要股東及其他人士於股份及相關股份的權益及淡倉

於2021年3月31日，就董事所知，以下人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有或被視為擁有記錄於本公司根據證券及期貨條例第336條須備存的登記冊或根據證券及期貨條例第XV部第2及第3分部條文須予披露的權益或淡倉：

(i) 於股份的好倉

Save as disclosed above, as at 31 March 2021, the Directors have not been notified by any person who had interests or short positions in the Shares or underlying Shares which were recorded in the register required to be kept under section 336 of the SFO, or which would fall to be disclosed under the provision of Divisions 2 and 3 Part XV of the SFO.

### SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme (the “Share Option Scheme”) on 23 January 2018. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

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

As at 31 March 2021, a total of 3,750,000 share options were granted to 7 eligible participants to subscribe for shares of HK\$0.01 each of the Company under the Share Option Scheme. Each share option shall entitle the holder to subscribe for one share upon exercise of such share option at an exercise price of HK\$0.13 per share. Details of the said grant of share options are set out in the Company’s announcement dated 11 January 2021.

除上文披露者外，於2021年3月31日，概無任何人士已經知會董事彼於股份或相關股份擁有記入根據證券及期貨條例第336條須備存的登記冊內或根據證券及期貨條例第XV部第2及3分部條文須予披露的權益或淡倉。

### 購股權計劃

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

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

於2021年3月31日，已根據購股權計劃向7名合資格參與者授出合共3,750,000份購股權以認購本公司每股面值0.01港元的股份。每份購股權均賦予持有人權利，藉以每股0.13港元的行使價行使該購股權而認購一股股份。上述購股權授予的詳情載於本公司日期為2021年1月11日的公告內。

## OTHER INFORMATION

### 其他資料

As at 31 March 2021, details of the Share Option Scheme are as follows:

於2021年3月31日，購股權計劃的詳情如下：

Grantee	Date of grant	Exercisable period	Balance as at 1 January 2021 於2021年1月1日的結餘	Number of share options 購股權數目			Balance as at 31 March 2021 於2021年3月31日的結餘
				Granted	Exercised	Cancelled/ Lapsed	
承授人	授出日期	行使期	1月1日的結餘	已授出	已行使	已註銷/失效	3月31日的結餘
<b>Directors</b>							
<b>董事</b>							
Ms. Wong Pui Yin 黃佩茵女士	11/01/2021	11/01/2021 to 10/01/2024	–	850,000	–	–	850,000
Ms. Wan Suet Yee Cherry 溫雪儀女士	11/01/2021	11/01/2021 to 10/01/2024	–	850,000	–	–	850,000
Mr. Leung Yuk Lun Ulrich 梁玉麟先生	11/01/2021	11/01/2021 to 10/01/2024	–	350,000	–	–	350,000
Mr. Devin Nijanthan Chanmugam Devin Nijanthan Chanmugam 先生	11/01/2021	11/01/2021 to 10/01/2024	–	350,000	–	–	350,000
Mr. Wee Keng Hiong Tony Wee Keng Hiong Tony 先生	11/01/2021	11/01/2021 to 10/01/2024	–	350,000	–	–	350,000
<b>Other employees and consultant of the Group</b> 本集團其他僱員及顧問	11/01/2021	11/01/2021 to 10/01/2024	–	1,000,000	–	–	1,000,000
			–	1,000,000	–	–	1,000,000
		Total 合計		3,750,000	–	–	3,750,000
				3,750,000	–	–	3,750,000



## CORPORATE GOVERNANCE

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. Except for the deviation from code provision A.2.1 of the CG Code (as defined below), the Company has complied with the code provisions set out in the CG Code (as defined below) contained in Appendix 15 to the GEM Listing Rules (the "CG Code") during the period under review. Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Wong Pui Yin is both the chairperson of the Board and the chief executive officer of the Company. In view of Ms. Wong's role in day-to-day operations and management of the Group since 2010, the Board believes that it is in the best interest of the Group to have Ms. Wong taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance and the Board is of the view that this management structure is effective for the Group's operations and sufficient checks and balances are in place. The Board will continue to review and consider splitting the roles of the chairperson and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstance of the Group as a whole.

## COMMUNICATION WITH SHAREHOLDERS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public. The Company updates the shareholders on its latest business developments and financial performance through its quarterly, interim and annual reports and communicates with the shareholders through annual general meetings and extraordinary general meetings. In compliance with the requirements of the GEM Listing Rules, the Company issued regular reports, announcements, circulars and notice of general meetings. Always updated with the latest information, the corporate website of the Company ([www.jiagroup.co](http://www.jiagroup.co)) has provided an effective communication platform to the public and the shareholders of the Company.

## 企業管治

本公司堅定致力維持及確保高水平的企業管治標準，並會不斷檢討及改善企業管治常規及標準。除偏離企業管治守則(定義見下文)第A.2.1條守則條文外，本公司於回顧期間已遵守GEM上市規則附錄十五所載企業管治守則(定義見下文)(「企業管治守則」)所載守則條文。企業管治守則第A.2.1條守則條文規定主席與行政總裁的角色應有區分，並不應由一人同時兼任。黃佩茵女士為本公司董事會主席兼行政總裁。鑒於黃女士自2010年起於本集團日常營運及管理方面的角色，董事會相信黃女士同時兼任兩個角色有利於實現有效的管理及業務發展，符合本集團的最佳利益。因此，董事認為，在此情況下偏離企業管治守則第A.2.1條守則條文乃屬適當，且董事會認為，此管理架構對本集團的營運及充分的制衡乃屬有效。董事會將繼續檢討，並考慮在顧及本集團的整體情況後於適當及合適時分開主席與行政總裁的職務。

## 與股東溝通

本公司相信，維持高透明度是提升投資者關係的關鍵，並致力保持向其股東及投資大眾公開及適時披露公司資料的政策。本公司透過季度、中期及年度報告向股東更新其最新業務發展及財務表現，並通過股東週年大會及股東特別大會與股東溝通。按照GEM上市規則的規定，本公司刊發定期報告、公告、通函及股東大會通告。本公司的公司網站([www.jiagroup.co](http://www.jiagroup.co))會持續發佈最新資料，為公眾及本公司股東提供有效的溝通平台。

## OTHER INFORMATION

### 其他資料

#### EVENTS AFTER THE REPORTING PERIOD

As from 31 March 2021 to the date of this report, the Board is not aware of other significant events occurred that require disclosure.

#### OUTLOOK

The Group will make steady progress in accordance with its business plans and the actual operational conditions, so as to facilitate effective implementation of the business objectives of the Company and bring benefits from it.

The Board will also proactively seek potential business opportunities that will broaden the sources of income of the Group and enhance value to the shareholders of the Company.

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

Hong Kong, 14 May 2021

#### 報告期後事項

自2021年3月31日起至本報告日期，董事會並不知悉已發生須予披露的其他重大事件。

#### 展望

本集團將按照其業務規劃，並結合實際運營情況穩步推進業務發展，以有效落實本公司的各項業務目標並從中獲利。

董事會亦將積極尋求潛在商機，以擴大本集團的收入來源及為本公司股東增值。

承董事會命  
佳民集團有限公司  
主席  
**黃佩茵**

香港，2021年5月14日