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## **Top Standard Corporation**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8510)**

### **THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021**

The board of directors (the “**Directors**” and the “**Board**”, respectively) of Top Standard Corporation (the “**Company**”) announces the unaudited third quarterly results of the Company and its subsidiaries for the nine months ended 30 September 2021.

This announcement, containing the full text of the 2021 third quarterly report of the Company (the “**2021 Third Quarterly Report**”), complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) in relation to the information to accompany the preliminary announcement of third quarterly results. Printed version of the 2021 Third Quarterly Report containing the information required by the GEM Listing Rules will be despatched to the shareholders of the Company in due course in the manner as required by the GEM Listing Rules.

By order of the Board

**Top Standard Corporation**

**Chuk Stanley**

*Chairman and Executive Director*

Hong Kong, 12 November 2021

*As at the date of this announcement, the executive Directors are Mr. Chuk Stanley and Mr. Ying Kan Man, and the independent non executive Directors are Mr. Wong Ching Wan, Mr. Tang Chiu Ming, Jeremy and Mr. Yip Ki Chi, Luke.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at [topstandard.com.hk](http://topstandard.com.hk).*

## 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 of the Stock Exchange 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 Top Standard Corporation (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. 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.*

The board of the Directors (the “**Board**”) hereby reports 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 2021, together with the comparative unaudited figures for the corresponding periods in 2020, as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2021

	Notes	For the three months ended 30 September		For the nine months ended 30 September	
		2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited (Restated)	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited (Restated)
<b>Continuing Operations</b>					
Revenue	5	2,424	–	3,059	–
Other income		2	–	2	–
Other gains (losses), net		–	615	(2,286)	615
Raw materials and consumables used		(502)	–	(670)	–
Staff costs		(1,351)	(45)	(1,752)	(45)
Depreciation of property and equipment		(122)	–	(161)	–
Depreciation of right-of-use assets		(142)	–	(242)	–
Rental and related expenses		(729)	–	(791)	–
Utilities expenses		(51)	–	(65)	–
Other expenses		(1,198)	(2,503)	(2,510)	(3,555)
Finance costs		(3)	(234)	(3)	(1,464)
<b>Loss before taxation</b>		<b>(1,672)</b>	<b>(2,167)</b>	<b>(5,419)</b>	<b>(4,449)</b>
Income tax expense	6	–	–	–	–
<b>Loss for the period from continuing operations</b>		<b>(1,672)</b>	<b>(2,167)</b>	<b>(5,419)</b>	<b>(4,449)</b>
<b>Discontinued operations</b>					
(Loss)/Profit for the period from discontinued operations		(338)	5,023	2,427	(43,426)
(Loss)/profit for the period		<b>(2,010)</b>	2,856	<b>(2,992)</b>	(47,875)

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited (Restated)	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited (Restated)
Other comprehensive income/(expense) for the period:				
<b>Items that may be reclassified subsequently to profit or loss</b>				
Exchange difference arising on translation of a foreign operation	-	-	-	205
Release of translation reserve upon disposal of a subsidiary	-	-	-	(168)
<b>Total comprehensive (expense)/income for the period</b>	<b>(2,010)</b>	<b>2,856</b>	<b>(2,992)</b>	<b>(47,838)</b>
<b>(Loss)/profit for the period attributable to owners of the Company</b>				
- from continuing operations	(1,672)	(2,167)	(5,428)	(4,449)
- from discontinued operations	(338)	5,023	2,427	(43,426)
	<b>(2,010)</b>	<b>2,856</b>	<b>(3,001)</b>	<b>(47,875)</b>
<b>Profit attributable to non-controlling interests</b>				
- from continuing operations	-	-	9	-
- from discontinued operations	-	-	-	-
	<b>-</b>	<b>-</b>	<b>9</b>	<b>-</b>
<b>Total comprehensive (expense)/income for the period attributable to the owners of the Company</b>				
- from continuing operations	(1,672)	(2,167)	(5,428)	(4,449)
- from discontinued operations	(338)	5,023	2,427	(43,389)
	<b>(2,010)</b>	<b>2,856</b>	<b>(3,001)</b>	<b>(47,838)</b>

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited (Restated)	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited (Restated)
<b>Total comprehensive (expense)/income attribute to:</b>				
Owners of the Company	(2,010)	2,856	(3,001)	(47,838)
Non-controlling interests	–	–	9	–
	<b>(2,010)</b>	<b>2,856</b>	<b>(2,992)</b>	<b>(47,838)</b>
<b>Basic and diluted (loss)/earnings per share (Hong Kong cents)</b>				
– from continuing and discontinued operations	(0.17)	0.34	(0.26)	(5.87)
– from continuing operations	(0.15)	(0.26)	(0.47)	(0.55)

Notes

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# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2021

	Attributable to owners of the Company						Total	Non-controlling interest	Total equity/(deficit)
	Share capital	Share premium	Capital reserves	Other reserves	Translation reserves	Accumulated losses			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Balance as at 1 January 2020 (Unaudited)	8,000	60,304	19,300	4,686	(37)	(90,216)	2,037	-	2,037
Loss for the period	-	-	-	-	-	(47,875)	(47,875)	-	(47,875)
Exchange differences arising on translation of a foreign operation	-	-	-	-	205	-	205	-	205
Release of translation reserve upon disposal of a subsidiary	-	-	-	-	(168)	-	(168)	-	(168)
Other comprehensive income for the period	-	-	-	-	37	-	37	-	37
Total comprehensive income/(expense) for the period	-	-	-	-	37	(47,875)	(47,838)	-	(47,838)
Contribution from shareholders	-	-	2,769	-	-	-	2,769	-	2,769
Release upon disposal of subsidiaries	-	-	-	(1,000)	-	1,000	-	-	-
Release of capital reserves	-	-	(21,503)	-	-	21,503	-	-	-
Issue of shares, net of transactional costs	1,600	15,408	-	-	-	-	17,008	-	17,008
Balance as at 30 September 2020 (Unaudited)	9,600	75,712	566	3,686	-	(115,588)	(26,024)	-	(26,024)
Balance as at 1 January 2021 (Audited)	11,520	88,377	566	3,686	-	(120,602)	(16,453)	-	(16,453)
(Loss)/profit for the period	-	-	-	-	-	(3,001)	(3,001)	9	(2,992)
Total comprehensive (expense)/income for the period	-	-	-	-	-	(3,001)	(3,001)	9	(2,992)
Acquisition of a subsidiary	-	-	-	-	-	-	-	14	14
Acquisition of additional interest in a subsidiary	-	-	-	-	-	9	9	(23)	(14)
Balance as at 30 September 2021 (Unaudited)	11,520	88,377	566	3,686	-	(123,594)	(19,445)	-	(19,445)

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATION FINANCIAL STATEMENTS

## 1. GENERAL

Top Standard Corporation (“**the Company**”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law, Chapter 22 of the laws of the Cayman Islands on 11 February 2016. The Company’s shares have been listed on GEM of the Stock Exchange on 13 February 2018.

The address of the registered office is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, Cayman Islands, and the principal place of business of the Company in Hong Kong is 18/F, Prosperity Tower, 39 Queen’s Road Central, Hong Kong. The immediate and ultimate holding company is JSS Group Corporation (“**JSS Group**”). JSS Group is a limited liability company incorporated in the British Virgin Islands (the “**BVI**”) and wholly-owned by Mr. Chuk Stanley (“**Mr. Stanley Chuk**”), who is an executive director of the Company.

The Company is an investment holding company. The Group is principally engaged in the operation of restaurants.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

## 2. BASIS OF PRESENTATION OF THE FINANCIAL STATEMENTS

The unaudited condensed consolidated financial information of the Group for the nine months ended 30 September 2020 and 2021 is presented as if the Company had always been the holding company of the Group.

The unaudited condensed consolidated third quarterly results have not been reviewed by the Company’s auditor.

## 3. BASIS OF PREPARATION

This unaudited condensed consolidated financial information for the nine months ended 30 September 2021 (the “**Financial Information**”) have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified public Accountants (“**HKICPA**”) and the disclosure requirements of the Hong Kong Companies ordinance (Cap. 622 of the Laws of Hong Kong). Besides, the Financial Information include applicable disclosures required by the GEM Listing Rules. The Financial Information have been prepared under the historical cost convention and are presented in HK\$ and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of the Financial Information requires the Company’s management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of income and expenses. Actual results may differ from these estimates.

In preparing the Financial Information, the significant judgments made by the Company's management in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those that applied to the Group's audited consolidated financial statements for the nine months ended 31 December 2020.

Except as described below, the accounting policies and methods of computation used in the preparation of the Financial Information are consistent with those adopted in preparing the annual audited consolidated financial statements for the nine months ended 31 December 2020. The auditor has expressed a disclaimer opinion on the multiple uncertainties relating to going concern.

### **Going Concern Assumption**

In preparing the Financial Information, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and the Company in light of the fact that:

- (i) The Group's current liabilities exceeded its current assets by HK\$23,413,000 (31 December 2020: HK\$14,339,000) as at 30 September 2021, the Group's total liabilities exceeded its total assets by HK\$19,445,000 (31 December 2020: HK\$11,948,000) as of that date, and that the Group incurred a loss of HK\$5,428,000 (nine months ended 30 September 2020: HK\$4,449,000) from continuing operations for the nine months ended 30 September 2021.
- (ii) Since the outbreak of the COVID-19 in January 2020, the Group's operation are significantly affected by the prevention and control policies imposed by the local government. During these nine months, the Group's restaurants were recorded continued operating losses and negative cash flows. As such, the Group is unable to settle its staff salaries, rental expenses and other accruals in the course of its daily operations. During the nine months ended 30 September 2021, the Group had discontinued the operation of the restaurant under the brand of San Xi Lou as it had ceased to operate at the leased premises in Causeway Bay.
- (iii) As at 30 September 2021, the Group has cash and cash equivalents of HK\$1,986,000 (31 December 2020: HK\$9,024,000) which is insufficient to settle all the current liabilities of HK\$25,854,000 (31 December 2020: HK\$24,658,000).
- (iv) As disclosed in note 10 to the Financial Information, the Group served a number of claims by various parties as a result of arrears rent and salaries. These claims are legal proceedings, and the outcomes might have a significant impact on the continuity of the Group and the Company.



In view of such circumstances, which indicate the existence of uncertainties that may cast doubt about the Group's and the Company's ability to continue as a going concern and therefore, the Group and the Company may be unable to realise its assets and discharge its liabilities in the normal course of business, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and the Company and the available sources of financing in assessing whether the Group and the Company will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve the Group's financial position which include, but are not limited to, the following:

- (a) Management of the Company believes the catering businesses will be recovered upon the COVID-19 is being properly managed. The Group takes active initiative to re-organise its operations by reducing the heavy financial burden on unperforming subsidiaries. During the nine months ended 31 December 2020, management disposed these subsidiaries, to reduce the Group's liabilities and cash outflows. In March 2021, the Group entered into a distributor agreement and a supplementary agreement to the distributor agreement ("**Agreements**"), with a food products supplier to establish a distributorship relationship and the Group as a distributor to purchase food products from the supplier and resell in Hong Kong, the People's Republic of China and Macau to improve the profitability and cash flows of the Group.
- (b) In view of the impact of COVID-19 is still affecting the catering business, the Group has diversified its businesses by developing an online platform to sell and distribute premium grades of Japanese beef and wines. During the nine months ended 30 September 2021, the Group entered distributor's agreements to secure the supply of these stocks. The Group had developed the IT platform for this new business and launched the new business since August 2021. This new business stream is expected to provide additional cash flows for the Group.
- (c) In order to meet the immediate financial obligations, the Company has obtained a loan facility amounting to HK\$10,000,000 from a financing company. The loan facility is designated for new catering business development and is available upon request made by the Group. Management of the Company estimates that the loan facility of HK\$10,000,000, together with the Group's cash and cash equivalents of HK\$1,986,000, the Group and the Company are able to maintain its operations and achieve the measures undertaken by the Group.

- (d) In June and August 2021, the Group had acquired 90% and 10% respectively of a subsidiary, Code Entertainment Limited (“**Code Entertainment**”) at a total consideration of HK\$130,000 and HK\$15,000 respectively. Code Entertainment is principally engaged in operation of a bar. The directors of the Company believe that the acquisition will enhance the Group’s efficiency of operations and allows a better leverage of human resources and implementation of the operation strategies of the Group.
- (e) Management of the Company is working closely with the Group’s lawyers to settle the claims for the benefits of the Group.
- (f) The Group and the Company will continue to seek for alternative financing solutions and/or group reorganisation to turnaround the difficulties encountered by the Group and the Company.

The directors of the Company, has taken into account the abovementioned plans and measures, consider that the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of the Financial Information. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the Financial Information for the nine months ended 30 September 2021 on a going concern basis of accounting.

However, the appropriateness of the going concern basis of accounting is dependent on the assumption that (i) the management of the Group will be able to achieve its plans and measures as described above; (ii) the Group is able to obtain continuous external financial support; (iii) the Group will be able to improve its business operations; and (iv) the Group is able to generate sufficient cash flows and implement exercises to control costs. Should the going concern basis of accounting become inappropriate, adjustments might have to be made to reflect the situation that assets may need to be realised, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the Financial Information.

#### **4. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS**

The Group has applied all new and revised HKFRSs issued by the HKICPA that are mandatorily effective during the current period and relevant to its operations. The application of such new and amended standards and interpretations does not have material impact on the Financial Information reported and does not result in substantial change to the Group’s accounting policies.

## 5. REVENUE

Revenue represents the fair value of amounts received and receivable from restaurant operations for services provided and food and beverage served and online sales of wines from external customers for privileged services in the Group's restaurants during the period. The Group's revenue from external customers based on their nature is detailed below:

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited (Restated)	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited (Restated)
<b>Continuing Operations</b>				
Catering income (including services provided and food and beverage served)	2,408	–	3,043	–
Online sales of wines	16	–	16	–
	<b>2,424</b>	–	<b>3,059</b>	–

## 6. INCOME TAX EXPENSE

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Taiwan Income Tax is charged at 20% on the estimated assessable profits for both reporting periods. No provision for Taiwan Income Tax has been made as the Group does not have assessable profit arising in Taiwan for both reporting periods.

## 7. DIVIDEND

No dividend has been paid or declared by the Company for the nine months ended 30 September 2021 (nine months ended 30 September 2020: Nil).

## 8. (LOSS)/EARNINGS PER SHARE

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

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited	2021 HK\$'000 Unaudited	2020 HK\$'000 Unaudited
(Loss)/profit attributable to owners of the Company (HK\$'000)				
– from continuing and discontinued operations	(2,010)	2,856	(3,001)	(47,875)
– from continuing operations	(1,672)	(2,167)	(5,428)	(4,449)
Weighted average number of ordinary shares in issues (in thousands)	1,152,000	846,957	1,152,000	815,766

No diluted (loss)/earnings per share information has been presented for the nine months ended 30 September 2021 and 2020 as there were no potential ordinary shares outstanding during both periods.

## 9. EVENTS AFTER THE REPORTING PERIOD

- (i) As previously reported, the outbreak of COVID-19 in January 2020 has caused certain impact on the catering business of the Group due to the restrictions and suspension on restaurants. The Group's business operations have been disrupted by the outbreak of COVID-19 and the subsequent precautionary measures. The Group estimated that the degree of COVID-19 impact would depend on the pandemic preventive measures and the duration of the pandemic. Given the dynamic circumstance and uncertainties of COVID-19 situation, the Group will keep continuous attention on the development of COVID-19 situation and react actively to its impacts on the operation and financial position of the Group, and in the event that there are any significant financial impacts, the Company will reflect it in the Group's 2021 financial statements.
- (ii) On 21 September 2021, the Company entered into a subscription agreement with a subscriber in respect of the allotment and issuance of up to 230,400,000 new shares at an issue price of HK\$0.056 per share. On 15 October 2021, the subscription was completed and 230,400,000 new shares were issued and allotted to the subscriber at an issue price of HK\$0.056 per share resulting in raising proceeds, with net proceeds of approximately HK\$12,600,000.
- (iii) Apart from those litigations reported in the Group's annual report for the nine months ended 31 December 2020, the Group has been involved in several claims in arrears rent and salaries, details of the material litigations filed against the Group are disclosed in note 10 to these condensed consolidated financial statements.

Save as disclosed above and in the opinion of the directors of the Company, there is no material subsequent events undertaken by the Company or by the Group after 30 September 2021 and up to the date of this report

## 10 LITIGATION

During the nine months ended 30 September 2021, the Group has been involved in several claims in relation to arrears rent and salaries, the management and the legal advisors of the Company, have taken collective effort to resolve these cases.

As at the reporting date, the following cases are open and had affected/might affect the Group.

### Material Litigations filed against the Group

Action Number	Filing Date	Status
(a) HCCW403/2020	25 November 2020	Live
(b) HCA654/2021	27 April 2021	Live
(c) DCCT1915/2021 and HCA1527/2021	11 May 2021 and 6 October 2021	Live
(d) DCCJ3578/2021, DCCJ2589/2021 and DCCJ4538/2021	3 June 2021, 28 July 2021 and 24 September 2021	Live

Details of the litigations are set out as follows:

#### (a) HCCW403/2020

On 25 November 2020, Goldford Limited petitioned for the winding up of Sky Honour Consultants Limited (“**Sky Honour**”) for outstanding amounts of HK\$2,646,863 due to Goldford Limited.

On 24 March 2021, a winding up order of Sky Honour was granted by the court and Sky Honour is in compulsory winding up process by its liquidators.

The Company had obtained legal advice, that the maximum liability of the Group is limited to the total assets of Sky Honour. As at 24 March 2021, the total assets of Sky Honour is HK\$14,633, and had been de-consolidated from the Group’s assets.

#### (b) HCA654/2021

On 27 April 2021, Spark View Limited claimed against Higher Top Limited and the Company for unpaid of rent and rates and interest of HK\$2,286,459 under the tenancy agreement dated 27 August 2018.

The Company had recorded provision for the lease under the corporate guarantee clause.

#### (c) DCDT1915/2021 and HCA1527/2021

On 11 May 2021 and 6 October 2021, Times Square Limited claimed against Leading Win Limited (“**Leading Win**”) for unpaid rent and rates of HK\$1,099,560 and HK\$3,978,896 respectively, and interest to judgement date and thereafter at judgment rate until payment, plus damages being the costs of the auction under the tenancy agreement dated 20 September 2017.

**(d) DCCJ3578/2021, DCCJ2589/2021 and DCCJ4538/2021**

On 3 June 2021, 28 July 2021 and 24 September 2021, Mandatory Provident Fund Schemes Authority (“MPFSA”) obtained distraint orders against Leading Win of HK\$125,031, HK\$141,539 and HK\$156,537 respectively for unpaid Mandatory Provident Fund (“MPF”) contributions and surcharges.

**Other legal matters involving the Group**

As of 30 September 2021, the Group had been involved in several claims which were mainly in relation to:

- (i) intended bankruptcy petitions by the Group against its related parties;
- (ii) intended claims for alleged dishonoured cheques by the Group’s related parties;
- (iii) intended claims for alleged indebtedness by the Group’s related parties; and

After seeking legal advice from the legal adviser, the management of the Group is in view that for:

- (i) it is a pre-mature stage to advise the estimated amount that the Group could receive if the bankruptcy order(s) is granted in favour of the Group;
- (ii) the related parties have no grounds for the claims and the Group is unlikely to incur loss on the intended claims for alleged dishonoured cheque;
- (iii) the related parties have no grounds for the claims and the Group is unlikely to incur loss on the intended claims for alleged indebtedness.

**11. COMPARATIVE FIGURES**

Certain comparative figures have been reclassified to confirm with current period’s presentation.

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group is a Hong Kong based restaurant group that offers Sichuanese and Cantonese under the “San Xi Lou (三希樓)” brand and operates a bar under the brand name “The Code”. The Group’s revenue for the nine months ended 30 September 2021 was primarily derived from catering income through its restaurant and bar. After the disposal of four restaurants under the “Pure Veggie House”, “Man Jiang Hong” and “Ronin” brands in June and July 2020, the Group can focus its available financial resources on the development of its other existing restaurant and businesses.

For the nine months ended 30 September 2021, the Group recorded an increase in revenue of approximately HK\$3.1 million as compared to HK\$ Nil for the nine months ended 30 September 2020. Such increase was mainly due to the reallocation of the comparative figures from restaurants discontinued. The remaining revenue was generated from the new bar acquired in June 2021.

On 13 February 2018 (the “**Listing Date**”), the Shares were successfully listed on GEM by way of Share Offer. After deducting all the relevant commissions and expenses borne by the Company, there was approximately HK\$42.3 million of net proceeds from the Share Offer. The Group will utilise such net proceeds in accordance with the business strategies as set out in the Company’s prospectus (the “**Prospectus**”) dated 31 January 2018 and our announcement dated 9 October 2018 regarding the change of use of proceeds.

## FINANCIAL REVIEW

### Revenue

For the nine months ended 30 September 2021, the Group recorded an increase in revenue of approximately HK\$3.1 million as compared to HK\$ Nil for the nine months ended 30 September 2020. Such increase was mainly due to the reallocation of the comparative figures from restaurants discontinued. The remaining revenue was generated from the new bar acquired in June 2021.

## **Raw materials and consumables used**

The raw materials and consumables increased to approximately HK\$0.7 million for the nine months ended 30 September 2021 as compared to HK\$ Nil for the nine months ended 30 September 2020. Such increase was mainly due to the reallocation of the comparative figures from restaurants discontinued. The raw materials and consumables was incurred for the operation of the new bar acquired in June 2021.

## **Staff costs**

The Group's staff costs were approximately HK\$1.8 million for the nine months ended 30 September 2021. The amount for the nine months ended 30 September 2020 was nil because the comparative figures from discontinued restaurants were reallocated. The staff costs remained was the staff costs paid to the staff of the new bar.

## **Depreciation**

During the nine months ended 30 September 2021, the Group incurred depreciation of approximately HK\$403,000 which was incurred from the property, plant and equipment and right-of-use assets of the new bar. There was no depreciation for the nine months ended 30 September 2020 was primarily due to the right-of-use assets and property and equipment were fully impaired during the period.

## **Rental and related expenses**

Rental and related expenses was approximately HK\$0.8 million for the nine months ended 30 September 2021. Such amount of rental and related expenses was duly from the rental and related expenses of the new bar. No such expenses was incurred during the nine months ended 30 September 2020 was because the expenses incurred from the discontinued restaurants were reallocated.

Utilities expenses incurred from the new bar was approximately HK\$65,000 for the nine months ended 30 September 2021. Amount of last year from the discontinued restaurants were reallocated.



## **Finance costs**

Finance costs changed from approximately HK\$1.4 million for the nine months ended 30 September 2020 to approximately HK\$3,000 for the nine months ended 30 September 2021. Such change in the Group's finance costs was mainly due to the interests incurred bonds payable during the nine months ended 30 September 2020 and the bonds were repaid fully during 2020.

## **Loss attributable to the owners of the Company**

The loss and total comprehensive income for the nine months ended 30 September 2021 were approximately HK\$5.4 million (Nine months ended 30 September 2020: Approximately HK\$4.4 million). The change was mainly attributable to the combination of the factors discussed above.

## **Basic earnings/(loss) per share**

The Group has basic loss per share of approximately 0.26 HK cents for the nine months ended 30 September 2021 and has a basic loss per share for the nine months ended 30 September 2020 of approximately 5.87 HK cents. Such change was in line with the change in loss and total comprehensive expenses for the nine months ended 30 September 2021 than that of 30 September 2020.

## **RESERVES**

Movements in the reserves of the Group for the nine months ended 30 September 2021 are set out above in the unaudited condensed consolidated statement of changes in equity.

## DIVIDEND

No dividend was paid, proposed or declared for the shareholders of the Company (the “**Shareholders**”) for the nine months ended 30 September 2021 (for the nine months ended 30 September 2020: nil).

## FUTURE PROSPECTS

The catering industry in Hong Kong is facing a tough challenge amidst the continuous weakened market sentiment outbreak of COVID-19 since 2020. The management expects that the overall economic environment in Hong Kong in near term would still be unstable and would be challenging to the Group.

The management has put much efforts on tightening the control over the procurement of the raw materials and other costs incurred in our operations. The effectiveness of the measures has been reflected in the decreasing trend over various costs. The management also actively negotiates with the suppliers, landlords and other business partners to sort out feasible measures to overcome this tough time.

On the other hand, the Group is now establishing distributorship and conducting researches on the implementation of online sales platform for the sales of food and beverage products. The Group will continuously explore other new business possibilities in order to maintain its market position and diversify and stabilize its source of income.

Whilst the Group has taken our first step by acquiring a new bar in June 2021, the Group will continue to explore new business opportunities and monitor our costs to maintain our profitability and competitiveness in the market.

## EVENTS AFTER THE REPORTING PERIOD

On 21 September 2021, the Company entered into a subscription agreement with a subscriber in respect of the allotment and issuance of up to 230,400,000 new shares at an issue price of HK\$0.056 per share. On 15 October 2021, the subscription was completed and 230,400,000 new shares were issued and allotted to the subscriber at an issue price of HK\$0.056 per share resulting in raising proceeds, with net proceeds of approximately HK\$12,600,000.

Save as described in this report, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to 30 September 2021 and up to the date of this report.

## SIGNIFICANT INVESTMENTS HELD

As at 30 September 2020 and 2021, the Group did not hold any significant investments.

## CONTINGENT LIABILITIES

The Group has been served a number of litigations and claims by various parties. These claims and litigations are in relation to arrears rent and salaries of the Group and has been recognised in the other payables and accrual and salaries payables. Additional interest and penalty might be incurred due to the delay in settlement of such payables and the Group has several litigations related to arrears salaries and rent. The Group had obtained legal advice, and considers no additional interest and penalty is required apart from the amounts stated in the other payables and accruals, salaries payables and provisions. Details of the litigation and claims could be referred to note 10 to the unaudited condensed consolidated financial statements.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 30 September 2021, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which have been 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 they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

#### (i) Interests and short positions in the Shares, underlying shares and debentures of the Company

Name	Capacity/ Nature of Interest	Number of Shares	Long/ Short Position	Approximate Percentage of Shareholding in the Company (%)
Mr. Chuk Stanley ("Mr. Stanley Chuk")	Interest in controlled corporation ( <i>Note 1</i> )	461,888,000	Short	33.41%

*Notes:*

- (1) 461,888,000 Shares were held by JSS Group Corporation ("**JSS Group**"), which is wholly owned by Mr. Stanley Chuk. As such, Mr. Stanley Chuk was deemed to be interested in all the shares held by JSS Group pursuant to Part XV of the SFO.

(ii) **Interests and short positions in the shares, underlying shares and debentures of associated corporations**

Name	Name of Associated Corporation	Capacity/ Nature of Interest	Number of Shares	Long/Short Position	Approximate Percentage of Shareholding in Associated Corporation (%)
Mr. Stanley Chuk	JSS Group	Beneficial owner	1,000	Short	100%

Save as disclosed above, as at 30 September 2021, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required 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 short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## SUBSTANTIAL AND OTHER SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2021, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name	Capacity/Nature of Interest	Number of Shares	Long/Short Position	Approximate Percentage of Shareholding in the Company (%)
Lazarus Securities Pty Ltd	Beneficial owner	461,888,000	Long	33.41%
JSS Group	Beneficial owner	461,888,000	Short	33.41%
Axis Motion Limited	Beneficial owner	230,400,000	Long	16.67%
Focus Dynamics Group Berhad	Beneficial owner	192,000,000	Long	13.89%

Save as disclosed above, as at 30 September 2021, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company or the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as otherwise disclosed in this report, at no time during the nine months ended 30 September 2021 was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debentures securities of the Company or any other body corporate or had exercised any such right.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the nine months ended 30 September 2021 and neither the Company nor any of its subsidiaries had issued or granted any convertible securities, options, warrants or similar rights or exercised any conversion or subscription rights under any convertible securities, options, warrants or similar rights during the nine months ended 30 September 2021.

## **COMPETING INTERESTS**

As at 30 September 2021, none of the Directors or the controlling shareholders (as defined in the GEM Listing Rules) of the Company or their respective close associates (as defined in the GEM Listing Rules) was considered to have any interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and/or caused, or was likely to cause, any other conflicts of interest with the Group, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

## **CORPORATE GOVERNANCE**

The Company has not engaged in any activities falling under the continuing disclosure requirements pursuant to the Rules 17.22 and 17.24 of the GEM Listing Rules.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the nine months ended 30 September 2021.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company's corporate governance practices are based on principles and code provisions in the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules (the "**Corporate Governance Code**"). Save as disclosed below, the Group has complied with the code provisions of the Corporate Governance Code:

Code provision A.2.1 of the Corporate Governance Code provides that the role of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Stanley Chuk is the chairman and the chief executive officer of the Company. In view of Mr. Stanley Chuk being a founder of the Group and has been operating and managing the main operating subsidiaries of the Company, the Board believes that it is in the best interest of the Group to have Mr. Stanley Chuk taking up both roles for effective operational management and strategic business development. Further, the Board believes that both positions require in-depth knowledge and considerable experience of the Group's business and Mr. Stanley Chuk is the most suitable person to take up both positions of the Group and facilitating the implementation and execution of the Group's business strategy as disclosed in the prospectus. Therefore, the Directors consider that the deviation from code provision A.2.1 of the Corporate Governance Code is appropriate, and Mr. Stanley Chuk being the chairman and the chief executive officer can preserve and enhance the philosophies of the Group, preserve the leadership direction of the Group, and allow an efficient discharge of the executive functions of the chief executive as the decision maker. The Directors also believe that a balance of power and authority is adequately secured by the operations of the Board which comprises individuals with diverse professional backgrounds and experiences including three independent non-executive Directors. The Board shall nevertheless review the structure from time to time in light of prevailing circumstances.



## AUDIT AND RISK MANAGEMENT COMMITTEE

The audit and risk management committee of the Company (the “**Audit and Risk Management Committee**”) has been established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the Corporate Governance Code. The Audit and Risk Management Committee currently consists of three independent non-executive Directors, namely Mr. Wong Ching Wan, as the chairman of the Audit and Risk Management Committee, Mr. Tang Chiu Ming, Jeremy and Mr. Yip Ki Chi, Luke. The primary duties of the Audit and Risk Management Committee include, among others, monitoring compliance with the laws and regulations that are applicable to the operations of the Group, reviewing the reports and findings submitted by the internal control consultant to ensure the effectiveness of the Group’s regulatory compliance procedures and system, reviewing and monitoring the Group’s financial reporting process, the risk management procedures as well as internal control system, reviewing the Group’s financial information, considering issues relating to the external auditors and their appointment, and performing other duties and responsibilities as assigned by the Board.

pursuant to code provision C.3.3 of the Corporate Governance Code, the Audit and Risk Management Committee together with the management of the Company have reviewed the financial reporting matters including the review of the unaudited third quarterly results for the nine months ended 30 September 2021 of the Group and confirmed that the preparation of the same complied with the applicable accounting principles and practices adopted by the Company and the requirements of the Stock Exchange, and adequate disclosure had been made.

By order of the Board of  
**Top Standard Corporation**  
**Chuk Stanley**  
*Chairman and Executive Directors*

Hong Kong, 12 November 2021

*As at the date of this report, the executive Directors are Mr. Chuk Stanley and Mr. Ying Kan Man; and the independent non-executive Directors are Mr. Wong Ching Wan, Mr. Tang Chiu Ming, Jeremy and Mr. Yip Ki Chi, Luke.*

*This report will remain on the “Latest Company Announcements” page of the website of GEM ([www.hkgem.com](http://www.hkgem.com)) for at least seven days from its date of publication. This report will also be published on the website of the Company at [www.topstandard.com.hk](http://www.topstandard.com.hk).*