



INTERIM  
REPORT



# MS CONCEPT LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8447

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

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*This report, for which the directors (collectively the “**Directors**” and individually a “**Director**”) of MS Concept Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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.*

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Kwong Tai Wah  
*(Chairman and Chief Executive Officer)*  
Ms. Kwong Man Yui *(Vice Chairlady)*  
Mr. Lam On Fai

#### Independent Non-Executive Directors

Mr. Lai Ming Fai Desmond  
Dr. Cheng Lee Lung  
Mr. Kwok Yiu Chung

### BOARD COMMITTEES

#### Audit Committee

Mr. Lai Ming Fai Desmond *(Chairman)*  
Dr. Cheng Lee Lung  
Mr. Kwok Yiu Chung

#### Remuneration Committee

Mr. Kwok Yiu Chung *(Chairman)*  
Mr. Lai Ming Fai Desmond  
Dr. Cheng Lee Lung

#### Nomination Committee

Mr. Kwong Tai Wah *(Chairman)*  
Dr. Cheng Lee Lung  
Mr. Kwok Yiu Chung

#### Executive Committee

Mr. Kwong Tai Wah *(Chairman)*  
Ms. Kwong Man Yui  
Mr. Lam on Fai

### COMPANY SECRETARY

Mr. Poon Tsz Hang

### COMPLIANCE OFFICER

Ms. Kwong Man Yui

### AUTHORISED REPRESENTATIVES

Mr. Kwong Tai Wah  
Mr. Poon Tsz Hang

### INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

### LEGAL ADVISER

*as to Hong Kong laws*  
D. S. Cheung & Co.

### PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited

### HEADQUARTERS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1409–10, 14/F., Hong Kong Plaza  
186–191 Connaught Road West  
Hong Kong

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
17/F., Far East Finance Centre  
16 Harcourt Road  
Hong Kong

### COMPANY WEBSITE

[www.mrsteak.com.hk](http://www.mrsteak.com.hk)

### GEM STOCK CODE

8447

## FINANCIAL HIGHLIGHTS

For the six months ended 30 September 2022:

- our revenue achieved approximately HK\$120.8 million, representing a decrease of approximately HK\$0.6 million, or 0.5%, from approximately HK\$121.4 million for the six months ended 30 September 2021;
- we recorded a net profit of approximately HK\$5.7 million, representing an increase of approximately HK\$2.1 million, or 58.3%, from approximately HK\$3.6 million for the six months ended 30 September 2021;
- the board of Directors (the “**Board**”) has resolved not to declare an interim dividend for this period (2021: Nil).

## INTERIM RESULTS

The Board announces the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2022, together with the comparative audited figures for the six months ended 30 September 2021 and certain comparative audited figures as at 31 March 2022. The financial information is as follows:

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

For the three months and six months ended 30 September 2022

	Notes	Three months ended 30 September		Six months ended 30 September	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
<b>Revenue</b>	4	<b>66,183</b>	65,212	<b>120,785</b>	121,378
Cost of inventories sold		<b>(25,088)</b>	(23,286)	<b>(45,147)</b>	(43,121)
<b>Gross profit</b>		<b>41,095</b>	41,926	<b>75,638</b>	78,257
Other revenue and other income	5	<b>450</b>	104	<b>2,163</b>	494
Staff costs		<b>(17,450)</b>	(17,100)	<b>(29,659)</b>	(33,098)
Depreciation		<b>(10,197)</b>	(10,128)	<b>(19,469)</b>	(20,042)
Rentals and related expenses		<b>(3,926)</b>	(3,634)	<b>(7,669)</b>	(6,773)
Fuel and utility expenses		<b>(1,695)</b>	(1,347)	<b>(2,971)</b>	(2,519)
Administrative expenses		<b>(5,648)</b>	(5,405)	<b>(10,347)</b>	(10,404)
Finance costs		<b>(969)</b>	(778)	<b>(1,973)</b>	(1,581)
<b>Profit before tax</b>	7	<b>1,660</b>	3,638	<b>5,713</b>	4,334
Income tax expense	8	<b>-</b>	(775)	<b>-</b>	(775)
<b>Profit and total comprehensive income for the period</b>		<b>1,660</b>	2,863	<b>5,713</b>	3,559
<b>Profit and total comprehensive income for the period attributable to:</b>					
Owners of the Company		<b>1,660</b>	2,862	<b>5,713</b>	3,559
<b>Earnings per share</b>					
Basic and diluted (HK cents)	9	<b>0.17</b>	0.29	<b>0.57</b>	0.36

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022

	Notes	As at 30 September 2022 HK\$'000 (unaudited)	As at 31 March 2022 HK\$'000 (audited)
<b>Non-current assets</b>			
Property, plant and equipment	11	11,355	8,610
Right-of-use assets		71,310	51,603
Deferred tax assets		4,526	4,526
Non-current rental deposits		9,979	12,321
		<b>97,170</b>	77,060
<b>Current assets</b>			
Inventories		796	412
Trade receivables	12	892	205
Deposits, prepayments and other receivables		9,436	7,975
Pledged bank deposits		2,042	2,038
Cash and bank balances		47,280	28,825
		<b>60,446</b>	39,455
<b>Current liabilities</b>			
Trade payables	13	21,016	5,564
Accruals and other payables		6,551	5,276
Provision for reinstatement costs		480	320
Contract liabilities		50	43
Bank borrowings	14	5,330	7,333
Lease liabilities		34,803	27,287
Tax payable		21	21
		<b>68,251</b>	45,844
<b>Net current liabilities</b>		<b>(7,805)</b>	(6,389)
<b>Total assets less current liabilities</b>		<b>89,365</b>	70,671

	Notes	<b>As at 30 September 2022 HK\$'000 (unaudited)</b>	As at 31 March 2022 HK\$'000 (audited)
<b>Non-current liabilities</b>			
Provision for reinstatement costs		<b>2,154</b>	2,014
Lease liabilities		<b>38,755</b>	25,914
		<b>40,909</b>	27,928
<b>Net assets</b>			
		<b>48,456</b>	42,743
<b>Capital and reserves</b>			
Share capital	15	<b>10,000</b>	10,000
Reserves		<b>38,456</b>	32,743
<b>Total equity</b>			
		<b>48,456</b>	42,743



## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

	Share capital HK\$'000	Share premium HK\$'000	Retained earnings HK\$'000	Total HK\$'000
<b>At 1 April 2022 (audited)</b>	<b>10,000</b>	<b>31,939</b>	<b>804</b>	<b>42,743</b>
<b>Profit and total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>5,713</b>	<b>5,713</b>
<b>At 30 September 2022 (unaudited)</b>	<b>10,000</b>	<b>31,939</b>	<b>6,517</b>	<b>48,456</b>
At 1 April 2021 (audited)	10,000	31,939	5,699	47,638
Profit and total comprehensive income for the period	-	-	3,559	3,559
At 30 September 2021 (unaudited)	10,000	31,939	9,258	51,197

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022

	<b>Six months ended 30 September 2022</b>	2021
	<b>HK\$'000</b>	HK\$'000
	<b>(unaudited)</b>	(unaudited)
Net cash generated from operating activities	<b>42,654</b>	37,312
Net cash used in investing activities	<b>(4,755)</b>	(7,353)
Net cash used in financing activities	<b>(19,444)</b>	(19,298)
Net increase in cash and cash equivalents	<b>18,455</b>	10,661
Cash and cash equivalents at the beginning of the period	<b>28,825</b>	46,399
Cash and cash equivalents at the end of the period	<b>47,280</b>	57,060

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 8 November 2017 as an exempted company with limited liability under the Companies Law, Cap. 22 of the Cayman Islands. The issued shares of the Company (the **"Shares"**) have been listed and traded on GEM by way of Share Offer (the **"Listing"**) since 16 April 2018. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is located at Room 1409-10, 14/F., Hong Kong Plaza, 186-191 Connaught Road West, Hong Kong. In the opinion of the Directors, the immediate and ultimate holding company of the Company is Future More Company Limited (**"Future More"**), a company incorporated in the British Virgin Islands (the **"BVI"**) with limited liability and wholly owned by Mr. Kwong Tai Wah (**"Mr. Kwong"**), Ms. Ip Yin King Ingrid (**"Ms. Ingrid Ip"**), Mr. Kwong Tai Wing Joseph (**"Mr. Joseph Kwong"**), Ms. Kwong Ching Yee Melanie (**"Ms. Melanie Kwong"**) and Ms. Kwong Man Yui (**"Ms. Kwong"**). Mr. Kwong is the chairman of the Board (the **"Chairman"**), an executive Director and the chief executive officer of the Group (the **"CEO"**) and Ms. Kwong is an executive Director.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of catering services in Hong Kong.

Pursuant to a group reorganisation to rationalise the structure of the Group in preparation for the Listing (the **"Reorganisation"**), the Company became the holding company of the Group. Details of the reorganisation are set out in the section headed "History, Development and reorganisation" in the Prospectus dated 29 March 2018 for our Listing (the **"Prospectus"**).

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2022 are presented in Hong Kong Dollars (**"HK\$"**) which is also the functional currency of the Company and all values are rounded to the nearest thousand (**"HK\$'000"**), unless otherwise stated.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

### (a) Basis of preparation

The unaudited condensed consolidated financial statement for the six months ended 30 September 2022 has been prepared in accordance with the Hong Kong Accounting Standards (the **"HKAS"**) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the **"HKICPA"**) and the disclosure requirements of the Hong Kong Company Ordinance. The unaudited condensed consolidated financial statements also comply with the applicable disclosure requirements of Chapter 18 of the GEM Listing rules.

The unaudited consolidated financial statements have not been audited by the Company's auditors, but have been reviewed by the audit committee of the Company (the "**Audit Committee**"). The Audit Committee agreed with the accounting principles and practices adopted by the Company.

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

Other than changes in accounting policies resulting from application of new and revised Hong Kong Financial reporting Standards (the "**HKFRSs**"), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2022 are the same as those followed in the preparation of the financial statements for the year ended 31 March 2022.

**(b) Application of new and revised HKFRSs**

In the current period, the Group has applied, for the first time, the following new and revised standards, amendments and Interpretations (collectively referred to as the "**new and revised HKFRSs**") issued by the HKICPA, which are effective for the Group's financial period beginning from 1 April 2022. A summary of the new and revised HKFRSs applied by the Group is set out as follows:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

The application of other new and revised HKFRSs has no material impact on the Group's financial performance and financial position for the current and/or prior periods and/or on the disclosure set out in the interim financial information.

The Group has not applied any new and revised HKFRSs that have been issued but not yet effective for the current accounting period.

**3. SEGMENT INFORMATION**

The Group is principally engaged in the provision of catering services through a chain of restaurants in Hong Kong. Information reported to the Group's management for the purpose of resources allocation and performance assessment focuses on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no additional reportable segment and geographical information have been presented.

#### 4. REVENUE

Revenue represents amounts received and receivable from restaurants operations and sales of food, net of discounts. An analysis of revenue is as follows:

	Three months ended 30 September		Six months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Restaurant operations	<b>66,183</b>	65,212	<b>120,785</b>	121,378

The revenue from restaurants operations and sales of food is recognised at a point in time.

#### 5. OTHER REVENUE AND OTHER INCOME

	Three months ended 30 September		Six months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Bank Interest income	<b>3</b>	–	<b>3</b>	2
Covid-19-related rent concession	<b>44</b>	57	<b>407</b>	243
Gain on lease modification	–	–	–	138
Government subsidies	–	–	<b>1,200</b>	–
Insurance compensation	<b>378</b>	7	<b>390</b>	50
Sponsorship income	–	–	<b>46</b>	–
Sundry income	<b>25</b>	40	<b>117</b>	61
	<b>450</b>	104	<b>2,163</b>	494

#### 6. FINANCE COSTS

	Three months ended 30 September		Six months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Interest on bank borrowings	<b>65</b>	104	<b>133</b>	212
Interest on lease liabilities	<b>904</b>	674	<b>1,840</b>	1,369
	<b>969</b>	778	<b>1,973</b>	1,581

## 7. PROFIT BEFORE TAX

Profit before tax has been arrived at after charging:

	Three months ended 30 September		Six months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Cost of inventories sold	25,088	23,286	45,147	43,121
Depreciation of property, plant and equipment	1,143	892	2,009	1,553
Depreciation of right-of-use assets	9,054	9,236	17,460	18,489
Loss on write-off of property, plant and equipment	-	22	-	22
Expenses related to low-value assets	128	104	240	211
Variable lease payments	611	412	1,140	418
Employee benefit expenses (including Directors' remuneration):				
- Salaries and other allowances	16,616	16,346	28,126	31,662
- Staff benefits	80	77	117	117
- Retirement benefit scheme contributions	754	677	1,416	1,319
	17,450	17,100	29,659	33,098

## 8. INCOME TAX EXPENSE

	Three months ended 30 September		Six months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Current tax — Hong Kong Profits Tax	-	-	-	-
- provision for the period	-	(775)	-	(775)
Deferred tax expense	-	(775)	-	(775)
	-	(775)	-	(775)

Hong Kong Profits Tax is calculated at 8.25% on estimated assessable profits up to HK\$2 million and 16.5% on any part of the estimated assessable profits over HK\$2 million for the three months and six months ended 30 September 2022 and 2021.

## 9. EARNINGS PER SHARE

	Three months ended 30 September		Six months ended 30 September	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Earnings per share				
– Earnings for the purpose of basic and diluted earnings per share	1,660	2,863	5,713	3,559
	'000	'000	'000	'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Number of Shares				
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	1,000,000	1,000,000	1,000,000	1,000,000

The calculation of basic earnings per share for the three months and six months ended 30 September 2022 and 2021 is based on the profit attributable to owners of the Company for the three months and six months ended 30 September 2022 and 2021.

No adjustment has been made to the basic earnings per share presented for the three months and six months ended 30 September 2022 and 2021 in respect of the dilution as the Company did not have any potential dilutive ordinary shares in issue during the periods.

## 10. DIVIDEND

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30 September 2022 (2021: Nil).

## 11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2022, the Group acquired property, plant and equipment of approximately HK\$4,754,000 (2021: HK\$3,644,000).

## 12. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly by cash and credit card settlement. The settlement terms of credit card companies are usually 7 days after the service rendered date. Generally, there is no credit period granted to customers, except for certain well-established corporate customers for which credit period of up to 90 days is granted by the Group. The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. The Group does not hold any collateral or other credit enhancement over its trade receivables balances. Trade receivables are interest-free.

The following is an aging analysis of trade receivables, presented based on the invoice dates, which approximates the respective revenue recognition dates:

	<b>As at 30 September 2022 HK\$'000 (unaudited)</b>	As at 31 March 2022 HK\$'000 (audited)
0 – 30 days	<b>863</b>	159
31 – 60 days	<b>12</b>	11
61 – 90 days	<b>5</b>	3
Over 90 days	<b>12</b>	32
	<b>892</b>	205

### 13. TRADE PAYABLES

The following is an aging analysis of trade payables, based on the invoice dates:

	<b>As at 30 September 2022 HK\$'000 (unaudited)</b>	As at 31 March 2022 HK\$'000 (audited)
0 – 30 days	<b>8,436</b>	2,123
31 – 60 days	<b>8,944</b>	2,224
61 – 90 days	<b>3,636</b>	1,217
	<b>21,016</b>	5,564

The average credit period granted by suppliers is normally within 90 days.

As at 30 September 2022, amount of HK\$11,523,000 (31 March 2022: HK\$3,190,000) included in trade payable was due to Elite Fresh Food Company Limited (“**Elite**”), a company controlled by Mr. Joseph Kwong and Ms. Melanie Kwong, who are the controlling shareholders of the Company (the “**Controlling Shareholders**”) and Ms. Ingrid Ip, who is a close family member of Mr. Kwong and Ms. Kwong and one of the Controlling Shareholders.



## 14. BANK BORROWINGS

	<b>As at 30 September 2022 HK\$'000 (unaudited)</b>	As at 31 March 2022 HK\$'000 (audited)
Secured bank borrowings	<b>5,330</b>	7,333
<hr/>		
	<b>As at 30 September 2022 HK\$'000 (unaudited)</b>	As at 31 March 2022 HK\$'000 (audited)
Carrying amount (shown under current liabilities) that contain a repayment on demand clause based on scheduled repayment terms:		
– Within one year	<b>4,132</b>	4,055
– Within a period of more than one year but not exceeding two years	<b>1,198</b>	3,278
– Within a period of more than two years but not exceeding five years	–	–
	<b>5,330</b>	7,333

As at 31 March 2022 and 30 September 2022, the bank borrowings were interest bearing at Hong Kong Dollar Prime rate over a spread or minus a spread as appropriate. The interest rate on the Group's bank borrowings ranged from 3.7% to 5.41% per annum.

## 15. SHARE CAPITAL

	Number of shares		Amount	
	<b>As at 30 September 2022 '000 (unaudited)</b>	As at 31 March 2022 '000 (audited)	<b>As at 30 September 2022 HK\$'000 (unaudited)</b>	As at 31 March 2022 HK\$'000 (audited)
Ordinary shares of HK\$0.01 each				
<b>Authorised:</b>				
At the beginning and the end of the reporting period	<b>1,500,000</b>	1,500,000	<b>15,000</b>	15,000

Number of shares		Amount	
As at	As at	As at	As at
30 September	31 March	30 September	31 March
2022	2022	2022	2022
'000	'000	HK\$'000	HK\$'000
(unaudited)	(audited)	(unaudited)	(audited)

**Issued and fully paid:**

At the beginning and the end of the reporting period

1,000,000	1,000,000	10,000	10,000
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**16. MATERIAL RELATED PARTY TRANSACTIONS**

Save as disclosed elsewhere in these unaudited condensed consolidated financial statements, the Group carried out the following material transactions with its related parties:

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Purchase of food paid/payable to a related company (Note)	21,011	19,796

Note:

Pursuant to the Master Supply Agreement (the “**Master Supply Agreement**”) made between Elite and MS Restaurant Group Limited, a wholly-owned subsidiary of the Company, the Group will purchase and Elite will supply chilled and frozen meat and seafood and other food ingredients to the Group for the restaurant operations for the three financial years ending 31 March 2023 in accordance with the terms of the Master Supply Agreement.

The purchase price will be determined by reference to the prevailing comparable market price. The transactions under the Master Supply Agreement constituted continuing connected transactions of the Company under Chapter 20 of the GEM Listing rules.

**17. APPROVAL OF UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

The unaudited condensed consolidated financial statements were approved and authorised for issue by the Board on 14 November 2022.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND OUTLOOK

During the six months ended 30 September 2022 (the “**Period**”), the outbreak of fifth wave of COVID-19 Pandemic continued to affect the business environment in Hong Kong. The catering business was affected by the social distancing measures (the “**Measures**”) launched by the Hong Kong Government, especially the limitation on the maximum number of diners per table and the prohibition on the provision of dine-in services after 6 p.m. by the restaurants, affected the number of customer visits to the Group’s restaurants. The Measures were gradually relaxed since April 2022 following the decrease in number of confirmed cases in Hong Kong and our customer visits have been recovering since then.

In April 2022, the Hong Kong Government launched a new round of Consumption Voucher Scheme (the “**2022 CVS**”). Each of eligible residents entitled to a total of HK\$10,000 consumption vouchers under the 2022 CVS, which stimulated the consumption atmosphere. However, we still recorded a slight decrease in the overall number of customer visits of the Group’s restaurants when compared to corresponding period last year and the turnover of the Period amounted to approximately HK\$120.8 million, representing a decrease of approximately 0.5% from approximately HK\$121.4 million in corresponding period last year.

### Outlook

In July 2022, our new restaurant operating under the brand “**犇殿**” at Maritime Square, Tsing Yi (“**犇殿(TY)**”) commenced operation and provides an additional stream of income to the Group. Combining the disbursement of second voucher under 2022 (Phase II) CVS in October 2022, we foresee that the consumer sentiment in Hong Kong will have a positive impact on our business. In addition to the development of the COVID-19 Pandemic in Hong Kong, our management team will continue to monitor global interest rate and inflation trend in the second half year 2022 which might affect the global economy and also the operating expenses, including but not limited to the food procurement costs, of the catering business.

As at the date of this report, the Group operated 13 restaurants serving various cuisines in Hong Kong, including three restaurants serving various western cuisine along with the signature steak under the “Mr. Steak” brand, one buffet restaurant serving international cuisine under the “Mr. Steak — Buffet à la minute” brand, one restaurant under the “Sky Bar” brand offering western cuisine along with the signature seafood dishes and a wide selection of wines and cocktails, two western specialty restaurants under the “Bistro Bloom” and “Bistro Bloom/Marbling” brands serving modern and trendy western food along with specialty meat cuts, two Japanese specialty restaurants under our “Hana” brand serving “Nabemono” — Japanese hot pot dishes such as Sukiyaki, Shabu Shabu and Seiromushi and four restaurants under the “犇殿” brand serving Taiwanese hotpot.

## **FINANCIAL REVIEW**

### **Revenue**

Our revenue is mainly derived from restaurant operations. For the six months ended 30 September 2022, our revenue achieved approximately HK\$120.8 million, representing a decrease of approximately HK\$0.6 million, or 0.5%, from approximately HK\$121.4 million for the six months ended 30 September 2021. The slight decrease in revenue was mainly due to the decrease in number of customer visits to the Group’s restaurants under the Measures upon the outbreak of fifth wave of the COVID-19 Pandemic.

### **Cost of inventories sold**

Cost of inventories sold is a major component of our operating expenses and comprises mainly cost of food ingredients and beverages. For the six months ended 30 September 2022, our cost of inventories sold amounted to approximately HK\$45.1 million, representing an increase of approximately HK\$2.0 million, or 4.6%, from approximately HK\$43.1 million for the six months ended 30 September 2021. The increase in cost of inventories sold was mainly due to global inflation which caused an overall increase in food procurement costs.

### **Gross profit and gross profit margin**

Our gross profit for the six months ended 30 September 2022 amounted to approximately HK\$75.6 million, representing a decrease of approximately HK\$2.7 million, or 3.4%, from approximately HK\$78.3 million for the six months ended 30 September 2021. The decrease in gross profit was mainly due to the factors as discussed above.

The overall gross profit margin decreased from approximately 64.5% for the six months ended 30 September 2021 to approximately 62.6% for the six months ended 30 September 2022. The decrease in gross profit margin was mainly affected by the increase in food procurement costs under the rising inflation.

### **Other revenue and other income**

Other revenue and other income primarily consist of government subsidy received, rent concession, sponsorship income and sundry income.

Other revenue and other income increased from approximately HK\$0.5 million for the six months ended 30 September 2021 to approximately HK\$2.2 million for the six months ended 30 September 2022 was mainly due to the receipt of government subsidies pursuant to the Catering Business Subsidy Scheme under Sixth Round of the Anti-epidemic Fund.

### **Staff costs**

Staff costs comprise salaries and benefits, including wages, salaries, bonuses, staff benefits, retirement benefit scheme contributions for all employees and Directors' remunerations. Our staff costs decreased by approximately HK\$3.4 million, or 10.3%, from approximately HK\$33.1 million for the six months ended 30 September 2021 to approximately HK\$29.7 million for the six months ended 30 September 2022. The decrease in staff costs was mainly due to the combined effect of (i) the recognition of government subsidies from 2022 Employment Support Scheme under the Anti-epidemic Fund; and (ii) the closure of a restaurant operated under the brand "Mr. Steak" located at Kornhill Plaza, Taikoo ("MS(KH)") in October 2021, offset by the commencement of business operation of restaurants operated under the brand "犇殿" located at Olympian City 3, West Kowloon ("犇殿(OC)") and 犇殿 (TY) since August 2021 and July 2022, respectively.

### **Depreciation of property, plant and equipment**

Depreciation of property, plant and equipment represents depreciation for right-of-use assets, leasehold improvement, furniture and fixtures, catering and other equipment. The depreciation of our property, plant and equipment slightly decreased by approximately HK\$0.5 million, from approximately HK\$20.0 million for the six months ended 30 September 2021 to approximately HK\$19.5 million for the six months ended 30 September 2022, was mainly due to the operation of 犇殿 (OC) and 犇殿 (TY) since August 2021 and July 2022, respectively; and offset by the closure of MS(KH) in October 2021 where a lower depreciation of right-of-use assets was recognised.

## **Rentals and related expenses**

Rentals and related expenses primarily represent the turnover rent, low value and short term lease payments, government rates and property management fee paid for our restaurants and office premises. Our rental and related expense increased by approximately HK\$0.9 million, or 13.2%, from approximately HK\$6.8 million for the six months ended 30 September 2021 to approximately HK\$7.7 million for the six months ended 30 September 2022. The increase in rental and related expenses was mainly due to the improvement in consumption sentiment after the relaxation of Measures and also stimulated by 2022 CVS launched since April 2022, where turnover rent was recorded in certain restaurants of the Group during the Period.

## **Fuel and utility expenses**

Fuel and utility expenses primarily consist of expenses incurred for electricity, gas and water utilities. Our fuel and utility expenses increased by approximately HK\$0.5 million, or 20.0%, from approximately HK\$2.5 million for the six months ended 30 September 2021 to approximately HK\$3.0 million for the six months ended 30 September 2022. The increase in fuel and utility expenses was mainly due to the business operation of 犇殿 (OC) and 犇殿 (TY) since August 2021 and July 2022, respectively, and offset by the closure of MS(KH) in October 2021, where more fuel and utilities were consumed.

## **Administrative expenses**

Administrative expenses mainly include credit card handling charges, advertising and marketing expenses for our brands, cleaning expenses for both our restaurants and office premises, consumables for our restaurant operations, legal and professional fees and insurance. Our administrative expenses were stable and recorded approximately HK\$10.4 million and approximately HK\$10.3 million for the six months ended 30 September 2021 and 2022, respectively.

## **Finance costs**

Finance costs mainly represent interest on our bank borrowings and interest on lease liabilities. Our finance costs increased by approximately HK\$0.4 million from approximately HK\$1.6 million for the six months ended 30 September 2021 to approximately HK\$2.0 million for the six months ended 30 September 2022 was mainly due to the increase in finance costs on lease liabilities upon the lease renewal of various premises in last year, offset by the decrease in finance costs under the repayment in principals of bank borrowings.

## **Income tax expenses**

Our restaurant operations in Hong Kong are subject to Hong Kong Profits Tax of 8.25% on estimated assessable profits up to HK\$2 million and 16.5% on any part of the estimated assessable profits over HK\$2 million arising in Hong Kong for the six months ended 30 September 2021 and 2022.

During the six months ended 30 September 2022, no income tax was recognised due to the existence of unutilised tax loss brought forward.

## **Profit for the Period**

Profit for the six months ended 30 September 2022 was approximately HK\$5.7 million, representing an increase of approximately HK\$2.1 million from approximately HK\$3.6 million for the six months ended 30 September 2021. The increase in profit for the Period was mainly due to the combined factors as discussed above.

## USE OF NET PROCEEDS FROM THE LISTING

The net proceeds from the issue of a total of 250,000,000 new Shares of the Company at the offering price of HK\$0.27 per share under the Share Offer (the “**Net Proceeds**”) as set out in the Prospectus, after deducting underwriting commission and other expenses relating to the Listing, amounted to approximately HK\$39.6 million.

On 12 November 2020, the Board resolved to change the use of the unutilized Net Proceeds due to the outbreak of COVID-19 Pandemic that more working capital was required to support the operations of the restaurants. An analysis of the utilization of the Net Proceeds from the Listing Date to 30 September 2022 is set out below:

Business objective and strategy	Planned amount according to the Prospectus	Revised planned amount of use of proceeds on 12 November 2020	Actual amount utilised as at 30 September 2022	Unutilised amount as at 30 September 2022	Expected Timeline for utilising the remaining net proceeds (Notes 1 and 2)
	HK\$ million	HK\$ million	HK\$ million	HK\$ million	
Expanding our restaurant network in strategic locations in Hong Kong	25.1	20.6	20.6 (Note 3)	-	
Maintaining steady food quality by setting up a central kitchen	5.8	-	-	-	
Enhancing and upgrading our restaurant facilities	5.3	3.3	3.3 (Note 4)	-	
Strengthening customer relationship and our brand awareness	2.3	2.3	2.3 (Note 5)	-	
General working capital	1.1	13.4	8.4	5.0	Expected to be fully utilised on or before 31 March 2023
	39.6	39.6	34.6	5.0	



Notes:

1. The expected timeline for utilising the remaining Net Proceeds is made based on the best estimation of the Company taking into account, among others, prevailing and future market conditions and business developments and need, and therefore is subject to change.
2. The unutilised Net Proceeds from the Listing are expected to be used in accordance with the Company's plan as revised and approved by the Board on 12 November 2020, unless the outbreak of COVID-19 continues to affect the business environment of food and beverage industry in Hong Kong.
3. Up to 30 September 2022, approximately HK\$20.6 million of the net proceeds was utilised for the establishment of Hana(TC), 犇殿 (TF), 犇殿 (OC) and 犇殿 (TY). The Group will continue to identify suitable locations fulfilling our expected scale of operations and the expansion will be satisfied by internal resources as and when necessary.
4. Up to 30 September 2022, approximately HK\$3.3 million of the Net Proceeds was utilised for the renovation of the existing restaurants. The Group is assessing and further renovation and refurbishment will be carried out and the amount will be satisfied by internal resources as and when necessary.
5. Up to 30 September 2022, we incurred marketing expenses on social media platforms for the promotion of our brand and restaurants. The Group will continue to solicit appropriate social platforms and marketing agents and the amount will be incurred and satisfied by internal resources as and when necessary.

All the unutilised balances of Net Proceeds have been placed as deposits in licensed banks in Hong Kong.

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

		<b>As at</b>	
	Notes	<b>30 September 2022</b>	31 March 2022
Current ratio	1	<b>0.9</b>	0.9
Quick ratio	2	<b>0.9</b>	0.9
Gearing ratio	3	<b>12.3%</b>	17.2%

Notes:

1. Current ratio is calculated based on the total current assets at the end of the respective period divided by the total current liabilities at the end of the respective period.
2. Quick ratio is calculated based on the total current assets (excluding inventories) at the end of the respective period divided by the total current liabilities of the respective period.
3. Gearing ratio is calculated based on the total debts at the end of the respective period divided by the equity attributable to owners of the Company at the end of the respective period.

As at 30 September 2022, the total equity of the Group was approximately HK\$48.5 million (31 March 2022: HK\$42.7 million) which was attributable to owners of the Company. The Group had cash and cash equivalents of approximately HK\$47.3 million as at 30 September 2022 (31 March 2022: HK\$28.8 million).

The Group continues to enjoy a net cash inflow from operations. During the six months ended 30 September 2022, net cash generated from operating activities amounted to approximately HK\$42.7 million (2021: HK\$37.3 million).

As at 30 September 2022, our Group had total bank borrowings of approximately HK\$5.3 million (31 March 2022: HK\$7.3 million). The bank borrowings bore interest at the Hong Kong Dollar Prime rate over or minus a spread as appropriate. Details on bank borrowings of the Group are set out in note 14 to the unaudited condensed consolidated financial statements included in this report.

The Group manages its capital to safeguard the Group's ability to continue as a going concern while maximising the return to shareholders through maintaining the equity and debts in a balanced position.

The issued Shares were successfully listed on GEM on 16 April 2018. There has been no change in the capital structure of the Group since the Listing Date and up to the date of this report.

### **CHARGES ON ASSETS**

As at 30 September 2022, the pledged bank deposits of the Group were approximately HK\$2.0 million (31 March 2022: HK\$2.0 million).

### **MATERIAL ACQUISITIONS AND DISPOSALS AND SIGNIFICANT INVESTMENTS**

The Group did not have any significant investment, material acquisitions and disposals of subsidiaries, associated companies and joint ventures during the six months ended 30 September 2022.

### **FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS**

Save as disclosed in this interim report, the Group does not have other plans for material investment or capital assets as at 30 September 2022.

### **FOREIGN CURRENCY RISKS**

During the six months ended 30 September 2022, most of the transactions of the Group were denominated and settled in Hong Kong dollars, the functional and reporting currency of the Group.

The Group does not have a significant foreign exchange exposure and has currently not implemented any foreign currency hedging policy. The management will consider hedging against significant foreign exchange exposure should the need arise.

### **CAPITAL COMMITMENT**

As at 30 September 2022, the Group did not have any material capital commitment (31 March 2022: Nil).

### **CONTINGENT LIABILITIES**

At 30 September 2022, the Group did not have any material contingent liabilities (31 March 2022: Nil).

### **DIVIDEND**

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30 September 2022 (2021: Nil).

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### DISCLOSURE OF INTERESTS

**(a) Interests and short positions of Directors and the chief executives in the shares, underlying shares and debentures of the Company and its associated corporations**

As at 30 September 2022, the interests and short positions of the Directors and 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 (Chapter 571 of the Laws of Hong Kong) (the “SFO”), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing rules, were as follows:

*Long positions in the Shares*

<b>Name of Directors</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares held</b>	<b>Percentage of shareholding</b> (Note 3)
Mr. Kwong (Notes 1 and 2)	Interest of a controlled corporation; interests held jointly with another person	750,000,000	75%
Ms. Kwong (Notes 1 and 2)	Interest of a controlled corporation; interests held jointly with another person	750,000,000	75%
Mr. Kwok Yiu Chung	Personal interest	1,170,000	0.12%

Notes:

1. On 23 November 2017, Mr. Kwong, Ms. Ingrid Ip, Ms. Kwong, Mr. Joseph Kwong and Ms. Melanie Kwong entered into a concert party deed (the “**Concert Party Deed**”) to acknowledge and confirm that, among other things, each of them has acted and shall continue to act in concert in respect of each of Meric Investment Limited, Lord Master Limited and the Company. Details of the Concert Party Deed are set out in the section headed “History, Development and reorganisation — Parties acting in concert” in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of Mr. Kwong, Ms. Ingrid Ip, Ms. Kwong, Mr. Joseph Kwong and Ms. Melanie Kwong is deemed to be interested in the Shares registered in the name of Future More (i.e. 75% of the issued Shares) by virtue of the SFO. Mr. Kwong is the Chairman, an executive Director and the CEO and Ms. Kwong is an executive Director.
2. As at 30 September 2022, (i) Future More held 750,000,000 Shares and Future More was owned as to 14% by Mr. Kwong, 18% by Ms. Ingrid Ip, 18% by Ms. Kwong, 25% by Mr. Joseph Kwong and 25% by Ms. Melanie Kwong respectively; and (ii) Mr. Kwong was the sole director of Future More.
3. These percentages are calculated on the basis of 1,000,000,000 Shares in issue as at 30 September 2022.

*Long positions in the shares of associated corporation*

<b>Name of Directors</b>	<b>Name of associated corporation</b>	<b>Capacity/nature of interest</b>	<b>Number of shares held</b>	<b>Percentage of shareholding</b>
Mr. Kwong	Future More	Beneficial owner	14	14%
Ms. Kwong	Future More	Beneficial owner	18	18%

Save as disclosed above and so far as is known to the Directors, as at 30 September 2022, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing rules.

**(b) Interests and short positions of substantial shareholders and other persons in the Shares and underlying Shares**

As at 30 September 2022 and so far as is known to the Directors, the following entity(ies) or person(s) (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying Shares, which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

*Long positions in the Shares*

<b>Name of substantial shareholder</b>	<b>Capacity/ Nature of interests</b>	<b>Number of Shares held</b>	<b>Percentage of shareholding</b> (Note 3)
Future More (Notes 1 and 2)	Beneficial owner	750,000,000	75%

Notes:

1. Pursuant to the Concert Party Deed, Mr. Kwong, Ms. Ingrid Ip, Ms. Kwong, Mr. Joseph Kwong and Ms. Melanie Kwong have agreed to acknowledge and confirm that, among other things, each of them has acted and will continue to act in concert in respect of each of Meric Investment Limited, Lord Master Limited and the Company. Details of the Concert Party Deed are set out in the section headed "History, Development and reorganisation — Parties acting in concert" in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of Mr. Kwong, Ms. Ingrid Ip, Ms. Kwong, Mr. Joseph Kwong and Ms. Melanie Kwong is deemed to be interested in the Shares registered in the name of Future More (i.e. 75% of the issued Shares by virtue of the SFO).
2. Future More is a company incorporated in the BVI. As at 30 September 2022, Future More was owned as to 14% by Mr. Kwong, 18% by Ms. Ingrid Ip, 18% by Ms. Kwong, 25% by Mr. Joseph Kwong and 25% by Ms. Melanie Kwong, respectively.
3. These percentages are calculated on the basis of 1,000,000,000 Shares in issue as at 30 September 2022.

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any interests or short positions owned by any entities or persons (other than the Directors or chief executive of the Company) in the Shares or underlying Shares, which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company under Section 336 of the SFO.

## **EMPLOYEE AND REMUNERATION POLICY**

As at 30 September 2022, the Group employed approximately 270 employees (31 March 2022: 200 employees). The Group offers attractive remuneration packages, including competitive wages, benefits, discretionary bonuses and internal promotion opportunities to our employees.

The emoluments of the Directors are reviewed and approved by the remuneration committee of the Board, having regard to factors, including the remuneration paid by comparable companies, time commitment, job duties and responsibilities in respect of the relevant positions.

## **SHARE OPTION SCHEME**

A share option scheme (the “**Share Option Scheme**”) was conditionally approved by the then Shareholder and adopted by the Company on 23 March 2018. The Share Option Scheme became effective on the Listing Date. For the principal terms of the Share Option Scheme, please refer to “D. Share Option Scheme” in Appendix IV to the Prospectus.

No share options have been granted by the Company under the Share Option Scheme since its adoption and therefore, as at 30 September 2022, there were no outstanding share options and no share options were exercised or cancelled or lapsed during the period from the Listing Date to 30 September 2022.

## **COMPETITION AND CONFLICT OF INTERESTS**

The Directors are not aware of any business and interest of the Directors nor the controlling shareholders (as defined in the GEM Listing rules) of the Company or any of their respective close associates (as defined in the GEM Listing rules) that competed or might compete, directly or indirectly, with the business of the Group and any other conflict of interests which any such person had or might have with the Group during the six months ended 30 September 2022.

## CORPORATE GOVERNANCE PRACTICES

The Board recognises the importance of incorporating elements of good corporate governance in the management structures, internal control and risk management procedures of the Group so as to achieve effective accountability. In the opinion of the Board, the Company has adopted and complied with all applicable code provisions as set out in the CG Code during the Period and thereafter up to 14 November 2022, being the date of this report, except for the following code provision C.2.1 of the CG Code.

### Chairman and Chief Executive

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the Period, Mr. Kwong was the Chairman and the CEO. In view of the fact that Mr. Kwong has been operating and managing the Group since Year 2000, the Board believes that it is in the best interest of the Group to have Mr. Kwong taking up both roles for effective management and business development. Therefore, our Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstance.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within knowledge of the Directors, the Company has maintained the prescribed public float under the GEM Listing rules as at the date of this report.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association of the Company or the laws of the Cayman Islands, which oblige the Company to offer new shares of the Company on a pro-rata basis to existing Shareholders.

## COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing rules (the “**Required Standard of Dealings**”) as its own code of conduct governing the securities transactions by the Directors. The Company had made specific enquiries of all the Directors and each of them has confirmed that he/she had complied with the required Standard of Dealings during the Period.



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

The Company did not redeem any of its securities listed and traded on the Stock Exchange, nor did the Company or any of its subsidiaries purchase or sell any of such securities during the Period.

## **AUDIT COMMITTEE**

The financial information in this report has not been audited by the independent auditors of the Company. Pursuant to rule 5.28 of the GEM Listing rules and code provision D.3 of the CG Code, the Company established the audit committee (the "**Audit Committee**") with written terms of reference aligned with the provision of the code provisions set out in the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control and risk management systems of the Group. As at the date of this report, the Audit Committee comprises Mr. Lai Ming Fai Desmond (chairman), Dr. Cheng Lee Lung and Mr. Kwok Yiu Chung, all being the independent non-executive Directors.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the six months ended 30 September 2022 and this report and is of the opinion that the relevant unaudited condensed consolidated financial statements have been prepared in compliance with the applicable accounting standards and the requirements under the GEM Listing Rules, and that adequate disclosures have been made.

## **SUBSEQUENT EVENTS AFTER THE SIX MONTHS ENDED 30 SEPTEMBER 2022**

No event that has a significant impact on the Group has occurred since 30 September 2022 and up to the date of this report.

By order of the Board  
**MS Concept Limited**  
**Kwong Tai Wah**  
*Chairman and Executive Director*

Hong Kong, 14 November 2022