



JIA
JIA GROUP HOLDINGS LIMITED
佳民集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 8519

INTERIM REPORT 2023
中期報告



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

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

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

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

This report will remain on the “Latest Company Information” page of the Stock Exchange website (www.hkexnews.hk) for at least 7 days from the date of its publication. This report will also be published on the website of the Company (www.jiagroup.co).

香港聯合交易所有限公司 （「聯交所」）GEM的特色

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

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

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

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

本報告將由刊發日期起計至少七日於聯交所網站（www.hkexnews.hk）之「最新公司公告」頁內刊登。本報告亦將於本公司網站（www.jiagroup.co）內登載。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. WONG Pui Yain (*Chairperson*)

Ms. WAN Suet Yee Cherry

Independent non-executive Directors

Mr. Devin Nijanthan CHANMUGAM

Mr. LEUNG Yuk Lun Ulric

Mr. WEE Keng Hiong Tony

董事會

執行董事

黃佩茵女士(*主席*)

溫雪儀女士

獨立非執行董事

Devin Nijanthan CHANMUGAM先生

梁玉麟先生

WEE Keng Hiong Tony先生

COMPLIANCE OFFICER

Ms. WAN Suet Yee Cherry

合規主任

溫雪儀女士

AUTHORISED REPRESENTATIVES (FOR THE PURPOSES OF THE GEM LISTING RULES)

Ms. WAN Suet Yee Cherry

Ms. Foo Man Yee, Carina (*ACG, HKACG(PE)*)

授權代表(就GEM上市規則而言)

溫雪儀女士

傅曼儀女士(*ACG · HKACG (PE)*)

COMPANY SECRETARY

Ms. Foo Man Yee, Carina (*ACG, HKACG(PE)*)

公司秘書

傅曼儀女士(*ACG · HKACG (PE)*)

AUDIT COMMITTEE

Mr. LEUNG Yuk Lun Ulric (*Chairperson*)

Mr. Devin Nijanthan CHANMUGAM

Mr. WEE Keng Hiong Tony

審核委員會

梁玉麟先生(*主席*)

Devin Nijanthan CHANMUGAM先生

WEE Keng Hiong Tony 先生

REMUNERATION COMMITTEE

Mr. Devin Nijanthan CHANMUGAM (*Chairperson*)

Ms. WONG Pui Yain

Mr. WEE Keng Hiong Tony

薪酬委員會

Devin Nijanthan CHANMUGAM先生
(*主席*)

黃佩茵女士

WEE Keng Hiong Tony 先生

NOMINATION COMMITTEE

Ms. WONG Pui Yain (*Chairperson*)

Mr. LEUNG Yuk Lun Ulric

Mr. Devin Nijanthan CHANMUGAM

提名委員會

黃佩茵女士(*主席*)

梁玉麟先生

Devin Nijanthan CHANMUGAM先生

LEGAL COMPLIANCE COMMITTEE

Ms. WAN Suet Yee Cherry (*Chairperson*)

Ms. WONG Pui Yain

Mr. LEUNG Yuk Lun Ulric

法律合規委員會

溫雪儀女士(*主席*)

黃佩茵女士

梁玉麟先生

CORPORATE INFORMATION

公司資料

AUDITOR

BDO Limited

Certified Public Accountants

25th Floor, Wing On Centre

111 Connaught Road Central

Hong Kong

核數師

香港立信德豪會計師事務所有限公司

執業會計師

香港

干諾道中111號

永安中心25樓

LEGAL ADVISER AS TO HONG KONG LAW

D S Cheung & Co.

29/F, 56 Gloucester Road

Hong Kong

有關香港法律的法律顧問

張岱樞律師事務所

香港

告士打道56號29樓

PRINCIPAL BANKER

Hang Seng Bank Limited

19/F

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Hong Kong

主要往來銀行

恒生銀行有限公司

香港

德輔道中83號

19樓

CORPORATE INFORMATION
公司資料

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

開曼群島註冊辦事處

Windward 3, Regatta Office Park

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Grand Cayman KY1-1108

Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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總部及香港主要營業地點

香港

中環

亞畢諾道3號

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CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

開曼群島主要股份過戶登記處

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

CORPORATE INFORMATION

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司

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WEBSITE OF THE COMPANY

www.jiagroup.co

本公司網址

www.jiagroup.co

STOCK CODE

8519

股份代號

8519

FINANCIAL HIGHLIGHTS

財務摘要

HIGHLIGHTS

摘要

		Six months ended 30 June 截至6月30日止六個月		
		2023	2022	Change
		HK\$'000	HK\$'000	變動
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收入	142,769	95,033	47,736
Profit/(loss) for the period	期內溢利／(虧損)	3,688	(12,903)	16,591
Profit/(loss) and total comprehensive income/ (expense) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利／(虧損)及全面收入／(開支)總額	4,330	(11,709)	16,039
Earning/(loss) per share (HK cents)	每股盈利／(虧損) (港仙)	0.37	(1.01)	1.38

- The Group recorded an unaudited revenue of approximately HK\$142.8 million for the six months ended 30 June 2023, representing an increase of approximately 50.2% as compared with that for the corresponding period in 2022.
- The Group's unaudited profit for the period attributable to the owners of the Company was approximately HK\$4.3 million for the six months ended 30 June 2023, representing an increase of approximately HK\$16.0 million as compared with a loss of approximately HK\$11.7 million for the corresponding period in 2022.
- The Board does not recommend the payment of dividend for the six months ended 30 June 2023 (2022: nil).
- 截至2023年6月30日止六個月，本集團錄得未經審核收入約142.8百萬港元，較2022年同期增加約50.2%。
- 截至2023年6月30日止六個月，本集團的本公司擁有人應佔期內未經審核溢利約為4.3百萬港元，較2022年同期的虧損約11.7百萬港元增加約16.0百萬港元。
- 董事會不建議就截至2023年6月30日止六個月派付股息(2022年：無)。

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

未經審核簡明綜合損益及其他全面收益表

For the three months and six months ended 30 June 2023
截至2023年6月30日止三個月及六個月

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2023

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidated financial results of the Group for the three months and six months ended 30 June 2023 together with the comparative unaudited figures for the corresponding periods in 2022, as follows:

截至2023年6月30日止六 個月的中期業績

本公司董事會(「董事會」)欣然宣佈本集團截至2023年6月30日止三個月及六個月的未經審核簡明綜合財務業績連同2022年同期的未經審核比較數字如下：

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

未經審核簡明綜合損益及其他全面收益表

For the three months and six months ended 30 June 2023
截至2023年6月30日止三個月及六個月

			Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
			2023	2022	2023	2022
Notes			HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註			千港元	千港元	千港元	千港元
			(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
			(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收入	3	69,306	57,188	142,769	95,033
Other income	其他收入	4	486	4,501	1,099	6,362
Raw materials and consumables used	所用原材料及耗材		(18,573)	(15,816)	(37,900)	(26,673)
Staff costs	員工成本		(26,163)	(23,440)	(51,322)	(42,985)
Depreciation	折舊		(7,291)	(8,746)	(14,389)	(17,643)
Property rentals and related expenses	物業租金及相關開支		(5,227)	(2,835)	(11,018)	(4,865)
Utility expenses	日常開支		(2,155)	(1,451)	(3,890)	(2,728)

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

未經審核簡明綜合損益及其他全面收益表

For the three months and six months ended 30 June 2023
截至2023年6月30日止三個月及六個月

		Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2023	2022	2023	2022
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Advertising and promotion expenses	廣告及推廣開支	(2,460)	(2,095)	(4,923)	(4,229)
Other operating expenses	其他經營開支	5 (7,712)	(7,753)	(14,787)	(13,812)
Finance costs	融資成本	(841)	(646)	(1,334)	(1,324)
Share results of associates	應佔聯營公司業績	(270)	-	(483)	-
(Loss)/profit before taxation	除稅前(虧損)/溢利	6 (900)	(1,093)	3,822	(12,864)
Income tax expense	所得稅開支	7 (80)	(39)	(134)	(39)
(Loss)/profit and total comprehensive (expense)/income for the period	期內(虧損)/溢利及 全面(開支)/收入 總額	(980)	(1,132)	3,688	(12,903)
(Loss)/profit and total comprehensive (expense)/income for the period attributable to:	以下人士應佔期內 (虧損)/溢利及 全面(開支)/收入 總額:				
- Owners of the Company	- 本公司擁有人	(658)	(1,618)	4,330	(11,709)
- Non-controlling interests	- 非控股權益	(322)	486	(642)	(1,194)
		(980)	(1,132)	3,688	(12,903)
(Loss)/earning per share	每股(虧損)/盈利				
Basic and diluted (HK cents)	基本及攤薄(港仙)	9 (0.06)	(0.14)	0.37	(1.01)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

As at 30 June 2023
於2023年6月30日

			30 June 6月30日	31 December 12月31日
			2023	2022
			HK\$'000	HK\$'000
			千港元	千港元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	16,728	20,364
Right-of-use assets	使用權資產		21,657	23,675
Investment in an associate	於聯營公司的投資		834	1,317
Deferred tax assets	遞延稅項資產		2,327	2,327
Financial assets measured at fair value through profit and loss	按公平值計入損益的金融資產		3,147	3,147
Deposits	按金		12,572	14,107
Pledged bank deposits	已抵押銀行存款		5,000	5,000
			62,265	69,937
Current assets	流動資產			
Inventories	存貨		6,890	6,283
Trade and other receivables, deposits and prepayments	貿易及其他應收款項、按金及預付款項	11	11,723	9,656
Financial assets measured at fair value through profit and loss	按公平值計入損益的金融資產		1,783	1,783
Amount due from related companies	應收關聯公司款項		853	747
Amount due from an associate	應收聯營公司款項		406	531
Tax recoverable	可收回稅項		279	279
Bank balances and cash	銀行結餘及現金		8,675	9,341
			30,609	28,620

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

As at 30 June 2023
於2023年6月30日

			30 June 6月30日 2023 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2022 HK\$'000 千港元 (Audited) (經審核)
Current liabilities	流動負債			
Trade and other payables and accrued charges	貿易及其他應付款項及應計費用	12	32,170	33,883
Contract liabilities	合約負債		4,872	4,962
Amounts due to related companies	應付關聯公司款項		2,399	2,399
Amount due to a controlling shareholder	應付控股股東款項		1,356	939
Amounts due to an associate	應付聯營公司款項		208	94
Bank borrowings	銀行借款		6,176	8,191
Lease liabilities	租賃負債		22,831	26,126
Tax payable	應付稅項		782	648
Provision	撥備		1,722	2,119
			72,516	79,361
Net current liabilities	流動負債淨額		(41,907)	(50,741)
Total assets less current liabilities	總資產減流動負債		20,358	19,196
Non-current liabilities	非流動負債			
Provision	撥備		2,754	2,357
Contract liabilities	合約負債		8,603	9,082
Deferred tax liabilities	遞延稅項負債		505	505
Lease liabilities	租賃負債		7,672	10,116
			19,534	22,060

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

As at 30 June 2023
於2023年6月30日

			30 June 6月30日 2023 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 12月31日 2022 HK\$'000 千港元 (Audited) (經審核)
Net assets/(liabilities)	資產/(負債)淨額		824	(2,864)
Capital and reserves	資本及儲備			
Share capital	股本	13	11,598	11,598
Reserves	儲備		(4,570)	(8,900)
Equity attributable to owners of the Company	本公司擁有人應佔權益		7,028	2,698
Non-controlling interests	非控股權益		(6,204)	(5,562)
Total equity/(deficit)	權益/(虧絀)總額		824	(2,864)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

For the six months ended 30 June 2023
截至2023年6月30日止六個月

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

		Share capital		Capital redemption reserve			Treasury shares	Share option reserve		Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	贖回儲備	其他儲備	庫存股份		儲備	累計虧損				
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
At 1 January 2023	於2023年1月1日	11,598	100,774	64	10,326	–	610	(120,674)	2,698	(5,562)	(2,864)		
Profit/(loss) and total comprehensive income/ (expense) for the period	期內溢利/(虧損)及全面收入/(開支)總額	–	–	–	–	–	–	4,330	4,330	(642)	3,688		
At 30 June 2023	於2023年6月30日	11,598	100,774	64	10,326	–	610	(116,344)	7,028	(6,204)	824		
At 1 January 2022	於2022年1月1日	11,612	100,922	50	10,326	(148)	229	(101,038)	21,953	(2,201)	19,752		
Repurchase of shares	贖回股份	(14)	(148)	14	–	148	–	–	–	–	–		
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	–	–	–	–	–	–	(11,709)	(11,709)	(1,194)	(12,903)		
Disposal/deemed disposal of partial interest in subsidiaries without loss of control	出售/視為出售於附屬公司之部分權益而並無失去控制權	–	–	–	–	–	–	6,060	6,060	(6,058)	2		
At 30 June 2022	於2022年6月30日	11,598	100,774	64	10,326	–	229	(106,687)	16,304	(9,453)	6,851		

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

For the six months ended 30 June 2023

截至2023年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash from operating activities	經營活動所得現金淨額	16,219	8,192
Net cash used in investing activities	投資活動所用現金淨額	(892)	(10,231)
Net cash used in financing activities	融資活動所用現金淨額	(15,993)	(1,973)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(666)	(4,012)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	9,341	12,925
Cash and cash equivalents at end of the period	期末現金及現金等價物	8,675	8,913
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Bank balances and cash	銀行結餘及現金	8,675	8,913

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

I. GENERAL

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

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

I. 一般資料

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

本集團的主要業務為在香港經營餐廳。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

2. BASIS OF PREPARATION

The Group's unaudited condensed consolidated financial statements for the period ended 30 June 2023 have been prepared in accordance with Hong Kong Accounting Standards ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements and should read in conjunction with the consolidated financial statements for the year ended 31 December 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA. The unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

The adoption of the new and revised HKFRSs has had no significant effect on these unaudited condensed consolidated financial statements for the six months ended 30 June 2023 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the six months ended 30 June 2023.

2. 編製基準

本集團截至2023年6月30日止期間的未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及GEM上市規則的適用披露規定編製。未經審核簡明綜合財務報表及其附註並無包含整套財務報表所需的全部資料且應與根據香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)編製的截至2022年12月31日止年度的綜合財務報表一併閱讀。未經審核簡明綜合財務報表已按歷史成本慣例編製。

採納新訂及經修訂香港財務報告準則對截至2023年6月30日止六個月的該等未經審核簡明綜合財務報表並無任何重大影響，且截至2023年6月30日止六個月的該等未經審核簡明綜合財務報表所應用的會計政策概無任何重大變動。

2. BASIS OF PREPARATION
(CONTINUED)

The Group has not applied new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations on the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

The unaudited condensed consolidated financial statements for the six months ended 30 June 2023 have not been audited by the Company's independent auditors, but have been reviewed by the audit committee (the "Audit Committee") of the Company.

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

2. 編製基準(續)

本集團並無應用已頒佈但尚未生效的新訂及經修訂準則、修訂本或詮釋。本集團現時正在評估採納該等新訂及經修訂準則、修訂本或詮釋對本集團造成的影響，惟尚未能指出本集團的經營業績及財務狀況會否因此受到任何重大財務影響。

截至2023年6月30日止六個月的未經審核簡明綜合財務報表並未經本公司獨立核數師審核，惟已由本公司審核委員會(「審核委員會」)審閱。

未經審核簡明綜合財務報表以港元(「港元」)呈列，港元亦為本公司功能貨幣。除另有註明者外，所有數值均約整至最接近之千位數。

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

3. REVENUE AND SEGMENTAL INFORMATION 3. 收入及分部資料

(a) Revenue

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

(a) 收入

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

	Three months ended 30 June		Six months ended 30 June	
	截至6月30日止三個月	截至6月30日止六個月	截至6月30日止三個月	截至6月30日止六個月
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue recognised over time				
時間段內確認的收入				
Catering services				
餐飲服務				
– Fine dining	41,901	40,311	86,538	66,631
– Mid-market dining	4,934	5,476	10,453	8,531
– Specialty coffee	–	2,702	–	4,727
– Casual dining	22,471	8,699	45,778	15,144
	69,306	57,188	142,769	95,033

3. REVENUE AND SEGMENTAL INFORMATION (CONTINUED) 3. 收入及分部資料(續)

(b) Segmental information

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

(c) Geographical information

The Group's operations were located in Hong Kong during the six months ended 30 June 2023 and 2022.

(b) 分部資料

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

(c) 地區資料

截至2023年及2022年6月30日止六個月，本集團的營運位於香港。

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

4. OTHER INCOME

4. 其他收入

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Interest income on bank deposit	銀行存款利息收入	16	5	31	9
Membership income	會費收入	40	43	67	115
Event organization income	活動籌辦收入	99	164	196	164
Restaurant consultancy service income	餐廳顧問服務收入	–	165	180	330
Food licence holder subsidy scheme	食物許可證持有人補貼計劃	–	3,750	–	5,150
Forfeited food and beverages credits	已沒收餐飲積分	182	–	374	–
Sponsorship income	贊助收入	64	303	64	303
Others	其他	85	71	187	291
		486	4,501	1,099	6,362

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

5. OTHER OPERATING EXPENSES

5. 其他經營開支

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Audit fee	審計費用	221	233	441	457
Bank charges	銀行收費	88	96	176	174
Business and license fee	業務及許可費	40	30	72	65
Carriage and freight	運輸及貨運	102	208	245	552
Cleaning and laundry expenses	清潔及 洗衣開支	1,191	1,318	2,422	2,243
Consultancy fee	顧問費	292	331	566	689
Decoration	裝修	150	156	302	340
Operating supplies	經營用品	1,058	1,207	2,292	2,047
Credit card commission	信用卡佣金	1,356	1,260	2,804	2,162
Event expense	活動開支	106	1	134	52
Insurance	保險	146	162	271	375
Legal and professional fee	法律及 專業費用	750	792	563	1,454
Machine rental	機械租金	259	193	456	341
Recruitment costs	招聘成本	49	40	351	56
Repair and maintenance	維修及保養	1,010	820	1,778	1,353
Samples/food tasting	樣品/ 食品試吃	139	290	255	413
Stationery and office supplies	文具及 辦公用品	65	93	159	176
Travelling expenses	差旅開支	275	58	590	126
Other expenses	其他開支	415	465	910	737
		7,712	7,753	14,787	13,812

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

6. (LOSS)/PROFIT BEFORE TAXATION 6. 除稅前(虧損)/溢利

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Loss)/profit before taxation has been arrived at after charging:	除稅前(虧損)/溢利已扣除下列各項：				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,270	3,533	4,692	6,605
Depreciation of right-of-use assets	使用權資產折舊	5,021	5,213	9,697	11,038
Staff costs (including directors' remuneration)	員工成本(包括董事薪酬)	26,163	23,440	51,322	42,985
Lease payments under operating leases in respect of land and buildings:	根據經營租賃就土地及樓宇的租賃付款：				
Short-term lease	短期租賃	252	364	503	615
Variable lease payments	可變租賃付款	3,289	1,061	7,074	1,196

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

7. INCOME TAX EXPENSE

The amounts of taxation charged to profit and loss represent:

7. 所得稅開支

自損益扣除的稅項金額指：

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Hong Kong profits tax:	香港利得稅：				
Current tax	即期稅項	80	39	134	39
Deferred tax	遞延稅項	-	-	-	-
		80	39	134	39

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 in Hong Kong not qualifying for the two-tiered profits tax regime will continue to be taxed at a flat rate of 16.5%.

根據兩級制利得稅率制度，合資格集團實體的首二百萬港元溢利將按8.25%的稅率徵稅，而超過二百萬港元之溢利將按16.5%的稅率徵稅。不符合利得稅兩級制之香港集團實體之溢利將繼續按16.5%的統一稅率課稅。

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

8. DIVIDENDS

The Board does not recommend the payment of any dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

8. 股息

董事會不建議就截至2023年6月30日止六個月派付任何股息(截至2022年6月30日止六個月：無)。

9. (LOSS)/EARNING PER SHARE

i) Basic

The calculation of the basic and diluted (loss)/earning per share attributable to the owners of the Company is based on the following data:

9. 每股(虧損)/盈利

i) 基本

本公司擁有人應佔每股基本及攤薄(虧損)/盈利乃按以下數據計算：

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Loss)/profit for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔期內(虧損)/溢利(千港元)	(658)	(1,618)	4,330	(11,709)
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數(千股)	1,159,780	1,159,986	1,159,780	1,159,986

9. (LOSS)/EARNING PER SHARE (CONTINUED) 9. 每股(虧損)/盈利(續)

ii) Diluted

No adjustment has been made in relation to the share options under the Share Option Scheme as the impact of the outstanding share options during the six months ended 30 June 2023 has an anti-dilutive effect on the basic (loss)/earning per share amount presented.

ii) 攤薄

由於截至2023年6月30日止六個月未行使購股權的影響對所呈列的每股基本(虧損)/盈利產生反攤薄效應，故並無就購股權計劃項下的購股權作出任何調整。

10. PROPERTY, PLANT AND EQUIPMENT 10. 物業、廠房及設備

During the six months ended 30 June 2023, additions in property, plant and equipment amounted to HK\$1,056,000 (six months ended 30 June 2022: HK\$7,458,000).

於截至2023年6月30日止六個月，物業、廠房及設備添置為1,056,000港元(截至2022年6月30日止六個月：7,458,000港元)。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

II. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS II. 貿易及其他應收款項、按金及預付款項

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables from restaurant operations	來自餐廳經營的貿易應收款項	2,142	1,772
Rental deposits	租金按金	15,312	15,365
Other deposits	其他按金	3,869	3,898
Other receivables	其他應收款項	1,378	1,340
Prepayment and others	預付款項及其他	1,594	1,388
Total trade and other receivables, deposits and prepayments	貿易及其他應收款項、按金及預付款項總額	24,295	23,763
Analysed as:	分析為：		
Current	流動	12,572	9,656
Non-current	非流動	11,723	14,107
		24,295	23,763

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

II. TRADE AND OTHER RECEIVABLES,
DEPOSITS AND PREPAYMENTS
(CONTINUED)

Usually, there is no credit period for the restaurant operations except for certain customers in which credit period ranging from 4 to 30 days is granted by the Group. The Group's trading terms with its customers are mainly by cash or credit card settlement. The settlement terms with credit card companies are usually within 7 days after the billing date which is also the service rendered date.

The following is an ageing analysis of trade receivables from restaurant operations presented based on the invoice date, which approximated the service rendered date, at the end of the reporting period.

II. 貿易及其他應收款項、
按金及預付款項(續)

通常，餐廳經營並無信貸期，惟本集團授出4至30日信貸期的若干客戶除外。本集團與其客戶的貿易條款主要以現金或信用卡結算。與信用卡公司的結算期通常為發單日期(亦為提供服務日期)後7日內。

以下為於報告期末按發票日期(與提供服務日期相若)呈列的來自餐廳經營的貿易應收款項賬齡分析。

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	0至30日	1,176	1,377
31 to 60 days	31至60日	152	104
61 to 90 days	61至90日	154	11
Over 90 days	超過90日	660	280
		2,142	1,772

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

12. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES 12. 貿易及其他應付款項及應計費用

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Trade payables (Note a)	貿易應付款項(附註 a)	14,532	14,460
Accrued staff related costs	應計員工相關成本	2,795	3,449
Rental, rates and building management fee	租金、差餉及樓宇管理費	1,792	2,516
Restaurant construction work and repair and maintenance	餐廳建設工程及維修保養	3,406	3,483
Audit and professional fee	核數及專業費用	2,227	3,137
Marketing, advertising and promotion	營銷、廣告及推廣	2,904	2,640
Utilities charges	公用事業費	450	550
Receipts in advance	預收款	750	750
Other payables (Note b)	其他應付款項(附註 b)	3,314	2,898
		32,170	33,883

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

12. TRADE AND OTHER PAYABLES
AND ACCRUED CHARGES
(CONTINUED)

Note a: The credit period on purchases of goods is 30 days.
The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

		30 June 2023 2023年6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年12月31日 HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	0至30日	6,677	6,942
31 to 60 days	31至60日	4,484	4,312
61 to 90 days	61至90日	2,171	1,679
Over 90 days	超過90日	1,200	1,527
		14,532	14,460

Note b: Other payables mainly represented payables in relation to the Group's restaurant operations such as cleaning services, restaurant supplies, takeaway utensils, laundry services, IT support and kitchen consumables etc.

12. 貿易及其他應付款項及
應計費用(續)

附註a：購買貨品的信貸期為30日。
於報告期末，按發票日期呈
列的貿易應付款項賬齡分析
如下：

附註b：其他應付款項主要指有關本
集團餐廳營運(例如清潔服
務、餐廳用品、外賣用具、
洗衣服務、資訊科技支持及
廚房耗材等)的應付款項。

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

13. SHARE CAPITAL

The detailed movements of the Company's share capital are set out below.

13. 股本

本公司股本的變動詳情載列如下。

		Number of Shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的 普通股		
At 1 January 2022, 31 December 2022, 1 January 2023 and 30 June 2023	於2022年1月1日、 2022年12月31日、 2023年1月1日及 2023年6月30日	5,000,000	50,000
Issued and fully paid:	已發行及悉數繳足：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的 普通股		
At 1 January 2022	於2022年1月1日	1,161,190	11,612
Cancellation of share repurchased (note a)	註銷購回的股份(附註a)	(1,410)	(14)
At 31 December 2022, 1 January 2023 and 30 June 2023	於2022年12月31日、 2023年1月1日及 2023年6月30日	1,159,780	11,598

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

13. SHARE CAPITAL (CONTINUED)

Note

- a. The Company repurchased a total of 6,410,000 shares of the Company at an aggregate consideration of approximately HK\$691,000, in which 5,000,000 shares were cancelled during the year ended 31 December 2021, while 1,410,000 shares were cancelled in January 2022 and May 2022, respectively.

13. 股本(續)

附註：

- a. 本公司購回本公司總計 6,410,000 股股份，總代價為約 691,000 港元，其中 5,000,000 股於截至 2021 年 12 月 31 日止年度註銷，而 1,410,000 股股份分別於 2022 年 1 月及 2022 年 5 月註銷。

14. RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the periods.

14. 關聯方交易

除綜合財務報表其他章節所披露者外，於各期間內，本集團與其關聯方進行以下交易。

		Six months ended 30 June 截至 6 月 30 日止六個月	
		2023 HK\$'000 千港元 (Unaudited) (未經審核)	2022 HK\$'000 千港元 (Unaudited) (未經審核)
Catering income from Ms. PY Wong	從黃佩茵女士所得餐飲收入	185	179
Restaurant consultancy service income from an associate	從一間聯營公司所得餐廳顧問服務收入	-	330
Rental expenses to companies with 50% owned by Ms. PY Wong	向黃佩茵女士擁有 50% 的公司支付租賃付款	450	450

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is a well-known Hong Kong hospitality group with award-winning restaurants. Currently, the brand portfolio of the Group consists of 10 brands, namely “Duddell’s”, “Louise”, “MONO”, “And ò”, “Estro”, “Agora”, “208 & Ramato”, “22 Ships”, “MakMak” and “Chachawan”, to provide customers with diversified options. During the period under review, the government loosened social distancing measures and opened borders for tourists to enter without quarantine. As a result, the Group’s business performance has drastically improved compared to the year before.

In terms of segment revenue, the revenue from fine dining catering services increased by approximately 29.9%, mainly due to “Duddell Central” increased by approximately HK\$14.1 million and “Agora” opening in April 2022. The revenue from mid-market dining and casual dining services increased by approximately 22.5% and 202.3% respectively. Such increases were mainly due to the relaxation of certain social distancing measures and immigration control policies at the end of 2022 and “Duddell’s Hong Kong Airport” has resumed operation since late November 2022 and recorded revenue of approximately HK\$27.6 million during the period. The revenue from specialty coffee decreased HK\$4.7 million was mainly due to the disposal of shares in Between HK in August 2022, upon which Between HK ceased to be a subsidiary of the Company.

業務回顧

本集團是香港一家知名餐飲集團，餐廳屢獲獎項。本集團目前品牌組合總共有10個品牌，包括「都爹利會館」、「Louise」、「MONO」、「And ò」、「Estro」、「Agora」、「208 & Ramato」、「22 Ships」、「MakMak」及「Chachawan」，為顧客帶來多元化的選擇。於回顧期內，政府放寬社交距離措施及開放邊境使旅客入境而毋須隔離。因此，本集團業務表現較去年大幅改善。

就分部收入而言，高端餐飲服務收入增加約29.9%，主要由於「中環都爹利會館」收入增加約14.1百萬港元及「Agora」於2022年4月開業。中端餐飲及休閒餐飲服務收入分別增加約22.5%及202.3%。有關增加主要由於2022年底放寬部分社交距離措施及入境管制政策，以及「香港機場都爹利會館」自2022年11月底起恢復營運，並於期內錄得收入約27.6百萬港元。精品咖啡收入減少4.7百萬港元，主要由於於2022年8月出售Between HK股份，此後Between HK不再為本公司的附屬公司。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Brand value is always the Group's absolute advantage. JIA Group has had a highly successful quarter, with numerous accolades and accomplishments to celebrate. Three of our restaurants have been ranked on this year's Asia's 50 Best Restaurants, with MONO ranking #41, Andō and Estro at #61 and #62, respectively. The three restaurants have also been honoured to be rated among the Tatler Dining 20 list, with MONO receiving "Restaurant of the Year" and "Best Service" awards. Andō, Mono, Estro, Agora and Duddell's have all been awarded South China Morning Post's 100 Top Tables award, a guide that features 100 of the best fine dining restaurants within Hong Kong and Macau. Mono has also championed the Sustainability Hero Award this year. Duddell's, Louise, MONO, Estro and Andō were all awarded a single Michelin star of 2023. The awards have demonstrated the Group's management team's excellent management capabilities and the brands' supreme value.

In addition, the reopening of Duddell's airport branch has been a success, with good business following the loosening of travel restrictions. This period was a bustling for JIA Group, with numerous events, especially due to Art Basel and its subsequent happenings. Although the loosening of travel restrictions, the catering industry remains uncertain. We will take conservative and prudent business strategies in order to keep sufficient cash flow and explore other business opportunities to achieve maximum return.

品牌價值一直是本集團的絕對優勢。佳民集團於本季度取得相當滿意的成績，獲得多項榮譽及成就。今年，本集團三間餐廳名列「亞洲50大最佳餐廳」(Asia's 50 Best Restaurants)，其中「MONO」排名第41位、「Andō」排名第61位及「Estro」排名第62位。該三間餐廳同時位列「Tatler Dining 20間最佳餐廳」(Tatler Dining 20)榜單，其中「MONO」榮獲「年度最佳餐廳」及「最佳服務」大獎。「Andō」、「Mono」、「Estro」、「Agora」及「都爹利會館」均躋身南華早報「百大食府」(100 Top Tables)，該獎項選出香港及澳門100間最佳高端餐廳。此外，「Mono」於本年度更入選 Sustainability Hero Award。有關獎項反映本集團管理團隊的卓越管理實力，以及超卓的品牌價值。「都爹利會館」、「Louise」、「MONO」、「Estro」及「Andō」均獲評2023年米其林一星餐廳。

此外，「都爹利會館」機場分店重新開業亦取得成功，在旅遊限制放寬後業務表現出色。佳民集團度過了充實的期間，舉辦了多項活動，當中最觸目的包括巴塞爾藝術展及其後續活動。儘管旅行限制有所放寬，但餐飲業前景仍不明朗。我們將採取保守、審慎的業務策略，以維持充足的現金流，並探索其他商機，實現回報最大化。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK

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

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

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2023, the Group recorded a revenue of approximately HK\$142.8 million (30 June 2022: approximately HK\$95.0 million), representing an increase of approximately 50.2% as compared with the corresponding period of last year which was a result of certain social distancing measures and immigration control policies at the end of 2022, "Duddell's Central" increased by approximately HK\$14.1 million and "Duddell's Hong Kong Airport", one of the restaurants of the Group has resumed operations since late November 2022 and recorded revenue of approximately HK\$27.6 million during the period.

展望

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

董事會亦將積極尋求潛在商機，以擴大本集團的收入來源及為本公司股東增值。

財務回顧

收入

截至2023年6月30日止六個月，本集團錄得收入約為142.8百萬港元（2022年6月30日：約95.0百萬港元），較去年同期增加約50.2%，此乃由於2022年底放寬部分社交距離措施及入境管制政策，「中環都爹利會館」收入增加約14.1百萬港元，以及本集團其中一間餐廳「香港機場都爹利會館」自2022年11月底起恢復營運，並於期內錄得收入約27.6百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Raw materials and consumable used

Raw materials and consumable used by the Group, include, but is not limited to, vegetable, meat, seafood and frozen food etc. They are one of the major components of the Group operating expenses which amounted to approximately HK\$37.9 million and HK\$26.7 million for the period ended 30 June 2023 and 2022, respectively, representing approximately 26.5% and 28.0% of the Group's total revenue for the corresponding period. Such decrease was mainly due to the cost margin of "Duddell's Hong Kong Airport" maintained steady around 22.0%, which is lower than the average compared to other outlets.

Staff costs

Staff costs represent one of the major components of the Group's operating expenses, which primarily consist of Directors' emoluments, salaries and allowance, retirement benefit scheme contributions and other benefits. Staff costs increased by approximately HK\$8.3 million from approximately HK\$43.0 million for the six months ended 30 June 2022 to approximately HK\$51.3 million for the six months ended 30 June 2023. The increase was mainly due to the relaxation of social distancing measures, no unpaid leave in 2023 and business resumed, the number of staff increased from 298 to 426. Furthermore, "Duddell's Hong Kong Airport" resumed operations in November 2022 and "Agora" opened in April 2022.

所用原材料及耗材

本集團所用原材料及耗材包括但不限於蔬菜、肉類、海鮮及冷凍食品等。此為本集團經營開支中的主要組成部分之一，於截至2023年及2022年6月30日止期間分別約為37.9百萬港元及26.7百萬港元，佔本集團同期收入總額約26.5%及28.0%。此減少主要是由於「香港機場都爹利會館」的成本加成率維持穩定在約22.0%，低於其他門店的平均水平。

員工成本

員工成本為本集團經營開支的主要組成部分之一，主要包括董事酬金、薪金及津貼、退休福利計劃供款及其他福利。員工成本自截至2022年6月30日止六個月的約43.0百萬港元增加約8.3百萬港元至截至2023年6月30日止六個月的約51.3百萬港元。此增加主要由於放寬社交距離措施、2023年並無無薪假期及業務恢復、員工人數由298名增加至426名。此外，「香港機場都爹利會館」於2022年11月恢復營運，而「Agora」亦於2022年4月開業。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Property rentals and related expenses

Apart from raw materials and consumable used and staff costs, property rentals also represent one of the major components of the Group's operating expenses. Property rentals and related expenses include turnover rent, rates and building management fee etc. Property rentals and related expenses increase approximately HK\$6.2 million from approximately HK\$4.9 million for the six months ended 30 June 2022 to approximately HK\$11.0 million for the six months ended 30 June 2023. Such increase was mainly due to the property rentals expense of "Duddell's Hong Kong Airport" was turnover rent.

Profit/(loss) attributable to owners of the Company

As a result of the foregoing, profit attributable to owners of the Company was approximately HK\$4.3 million for the six months ended 30 June 2023 representing an increase in profit of approximately HK\$16.0 million as compared with loss of approximately HK\$11.7 million for the six months ended 30 June 2022. Such increase in profit was mainly due to the increase in turnover and the improvement in cost margin.

物業租金及相關開支

除所用原材料及耗材及員工成本外，物業租金亦為本集團經營開支的主要組成部分之一。物業租金及相關開支包括營業額租金、差餉及樓宇管理費等。物業租金及相關開支由截至2022年6月30日止六個月的約4.9百萬港元增加約6.2百萬港元至截至2023年6月30日止六個月的約11.0百萬港元。此增加主要是由於「香港機場都爹利會館」的物業租金開支為營業額租金。

本公司擁有人應佔溢利／（虧損）

由於上文所述，截至2023年6月30日止六個月本公司擁有人應佔溢利約為4.3百萬港元，較截至2022年6月30日止六個月的虧損約11.7百萬港元增加約16.0百萬港元溢利。溢利增加主要是由於營業額增加及成本加成率改善。

LIQUIDITY AND CAPITAL RESOURCES

Financial Resources, Liquidity and Capital Structure

The Group finances its operations primarily through cash generated from operating activities and interest-bearing bank borrowings.

The Group recorded net current liabilities of approximately HK\$41.9 million as at 30 June 2023 (31 December 2022: HK\$50.7 million).

As at 30 June 2023, the Group's current ratio was approximately 0.4 (31 December 2022: 0.4). The Group's gearing ratio, which is calculated by dividing the total debt (excluding trade nature balances, tax balances and provision) at the end of the period divided by total equity at the end of the period, was approximately 7,072.8% (31 December 2022: -2,349.4%).

As at 30 June 2023, the bank borrowings are subject to variable interest rate of the higher of 2.5% per annum over HIBOR or the bank's cost of funds and 2.5% per annum below Prime Rate or the bank's cost of funds. The weighted average interest rate is 5.6% per annum as at 30 June 2023 (31 December 2022: 2.8%).

流動資金及資本資源

財務資源、流動資金及資本架構

本集團主要透過經營活動產生的現金及計息銀行借款撥付其營運所需資金。

本集團於2023年6月30日錄得流動負債淨額約41.9百萬港元(2022年12月31日：50.7百萬港元)。

於2023年6月30日，本集團的流動比率約為0.4(2022年12月31日：0.4)。本集團的資產負債比率(按期末債務總額(不包括貿易性質餘額、稅項結餘及撥備)除以期末權益總額計算)約為7,072.8%(2022年12月31日：-2,349.4%)。

於2023年6月30日，銀行借款乃按年利率2.5%加香港銀行同業拆息或銀行資金成本與最優惠利率減年利率2.5%或銀行資金成本的較高者以浮動利率計息。2023年6月30日的加權平均年利率為5.6%(2022年12月31日：2.8%)。

OTHER INFORMATION

其他資料

The capital structure of the Company comprised ordinary share only. As at 30 June 2023, the Company has 1,159,780,000 ordinary shares in issue. Total equity attributable to owners of the Company amounted to approximately HK\$7.0 million as at 30 June 2023 (31 December 2022: HK\$2.7 million).

The Board is of the opinion after taking into account that the existing bank balances and cash, internally generated funds and available banking facilities, the Group has sufficient working capital from the date of this report.

There has been no change in the capital structure of the Group during the period under review.

FOREIGN CURRENCY EXPOSURE RISKS

The Group operated mainly in Hong Kong with most of the Group's transactions settled in Hong Kong dollars. As such, the Group did not have significant exposure to foreign exchange risks during the six months ended 30 June 2023.

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the six months ended 30 June 2023. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

本公司的股本架構僅包括普通股。於2023年6月30日，本公司已發行1,159,780,000股普通股。於2023年6月30日，本公司擁有人應佔權益總額約為7.0百萬港元(2022年12月31日：2.7百萬港元)。

董事會認為，經計及現有銀行結餘及現金、內部產生的資金及可動用銀行融資後，本集團自本報告日期起擁有足夠營運資金。

於回顧期間，本集團股本架構並無變動。

外匯敞口風險

本集團主要在香港經營業務，本集團大部分交易以港元結算。因此，於截至2023年6月30日止六個月，本集團並無重大外匯風險敞口。

庫務政策

本集團對其庫務政策採取審慎的財務管理方法，因此截至2023年6月30日止六個月整段期間保持了健康的流動資金狀況。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔的流動資金架構不時滿足其資金需求。

OTHER INFORMATION 其他資料

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the period ended 30 June 2023, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Except on disclosed herein, as of the date of this report, the Group did not have any future plans for material investments or capital assets, material acquisition and disposal of subsidiary, associates or joint ventures in the coming year.

CONTINGENT LIABILITIES

As at 30 June 2023, the Group did not have any material contingent liabilities (31 December 2022: nil).

CAPITAL COMMITMENTS

As at 30 June 2023, the Group did not have any capital commitments (31 December 2022: nil).

重大投資、重大收購及出售附屬公司及聯屬公司

截至2023年6月30日止期間，本集團並無任何重大投資、重大收購或出售附屬公司及聯屬公司。

重大投資或資本資產的未來計劃

除本報告所披露者外，截至本報告日期，本集團於未來年度並無任何重大投資或資本資產、重大收購及出售附屬公司、聯營公司或合營企業的未來計劃。

或然負債

於2023年6月30日，本集團並無任何重大或然負債(2022年12月31日：無)。

資本承擔

於2023年6月30日，本集團並無任何資本承擔(2022年12月31日：無)。

OTHER INFORMATION

其他資料

DISCLOSURES UNDER RULES 17.22 TO 17.24 OF THE GEM LISTING RULES

Certain bank loan facilities of the Group are subject to certain covenants on financial gearing and capital requirements as commonly required under lending arrangements with financial institutions. The Directors became aware that the Group has technically breached the loan covenant as the Group has failed to fulfill certain financial criteria in which the calculation is based on the Group's financial information. The Group has been communicating with the banks to resolve the breach of the aforesaid bank covenants in order to maintain the existing banking loan facilities. As of the approval date of these financial statements, the lenders have not made any demand for immediate loan repayment.

As at the date of this report, save as disclosed above, there is no circumstance which would give rise to a disclosure obligation on the part of the Group under Rules 17.22 to 17.24 of the GEM Listing Rules.

DIVIDEND

The Board does not recommend the payment of a dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

GEM上市規則第17.22至17.24條之披露

本集團的若干銀行貸款融資受限於財務比率及資本要求的履行契約，此等契約常見於向財務機構之借貸安排。董事獲悉由於本集團未能滿足若干財務標準(其乃按本集團的財務資料計算)，本集團已於技術上違反貸款契約。本集團持續與銀行進行溝通，以解決為維持現有銀行貸款融資而違反上述銀行契約的情況。截至該等財務報表批准日期，放款人尚未作出即時償還貸款的任何要求。

於本報告日期，除上文所披露者外，概無任何情況會導致本集團根據GEM上市規則第17.22至17.24條承擔披露責任。

股息

董事會不建議就截至2023年6月30日止六個月派付任何股息(截至2022年6月30日止六個月：無)。

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PLEDGE OF ASSETS

As at 30 June 2023, the Group has pledged bank deposits with the total amount of HK\$5.0 million as security for the Group's banking facilities (31 December 2022: HK\$5.0 million).

USE OF PROCEEDS FROM PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing completed on 24 September 2020 (the "Placing I")

Reference is made to the announcements issued by the Company on 7 September 2020 and 24 September 2020 in relation to the placing of new shares under the general mandate.

On 7 September 2020, the Group and a placing agent entered into a placing agreement pursuant to which the Group appointed the placing agent to procure altogether not less than six placees (who and whose ultimate beneficial owner(s) are independent of and not connected with the Company and any of its connected persons within the meaning of the GEM Listing Rules) for placing up to aggregate of 171,910,000 placing shares at a placing price of HK\$0.08 per placing share. The closing price for the Company's shares on 7 September 2020 was HK\$0.096 per share.

資產抵押

於2023年6月30日，本集團已抵押銀行存款合共5.0百萬港元(2022年12月31日：5.0百萬港元)作為本集團銀行融資的抵押。

按一般授權配售新股份的所得款項用途

於2020年9月24日完成配售(「配售I」)

茲提述本公司於2020年9月7日及2020年9月24日刊發的公告，內容有關按一般授權配售新股份。

於2020年9月7日，本集團與配售代理訂立一份配售協議，據此，本集團委任配售代理促使合共不少於六名承配人(其自身及最終實益擁有人獨立於本公司及其任何關連人士(定義見GEM上市規則)且與彼等並無關連)按每股配售股份0.08港元的配售價配售最多合共171,910,000股配售股份。本公司股份於2020年9月7日的收市價為每股股份0.096港元。

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The Placing I was completed on 24 September 2020 with gross and net proceeds of approximately HK\$13.8 million (equivalent to approximately HK\$0.08 per placing share) and HK\$13.2 million (equivalent to approximately HK\$0.077 per placing share) as set out in the Company's announcements dated 7 September 2020 and 24 September 2020. The Company intended to use the proceeds for (i) developing the cloud kitchen business of the Group; (ii) upgrading the sales channels of the Group, including "JIA Everywhere", the online/offline delivery platform of the Group; (iii) investing in potential PRC or overseas food and beverage related investment opportunities; (iv) developing new catering outlets of the Group and for brand management; and (v) loan repayment.

配售I已於2020年9月24日完成，誠如本公司日期為2020年9月7日及2020年9月24日的公告所載，所得款項總額及淨額分別約為13.8百萬港元（相當於每股配售股份約0.08港元）及13.2百萬港元（相當於每股配售股份約0.077港元）。本公司擬將所得款項用作(i)發展本集團雲端廚房業務；(ii)為本集團的銷售渠道（包括本集團線上／線下送餐平台「JIA Everywhere」）進行升級；(iii)投資於中國或海外的潛在飲食相關投資機遇；(iv)發展本集團的新餐飲分店及作品牌管理；及(v)償還貸款。

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Use of net proceeds from the Placing I	Planned use of proceeds as described in the announcement dated 7 September 2020 日期為2020年9月7日的公告所述的所得款項計劃用途 HK\$ million 百萬港元	Approximate percentage of total net proceeds 佔總所得款項淨額概約百分比 %	Actual use of net proceeds up to 30 June 2023 直至2023年6月30日的所得款項淨額實際用途 HK\$ million 百萬港元	Unused total net proceeds up to 30 June 2023 直至2023年6月30日的尚未動用總所得款項淨額 HK\$ million 百萬港元
Developing the cloud kitchen business and upgrading the sales channels 發展雲端廚房業務及為銷售渠道進行升級	4.5	34.1%	1.9	2.6
Investing in potential PRC or overseas food and beverage related investment opportunities 投資於中國或海外的潛在飲食相關投資機遇	2.5	18.9%	2.5	-
Developing new catering outlets 發展新餐飲分店	1.2	9.1%	1.2	-
Loan repayment 償還貸款	5.0	37.9%	5.0	-
Total 總計	13.2	100.0%	10.6	2.6

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Placing completed on 18 June 2021 (the “Placing II”)

Reference is made to the announcements issued by the Company on 25 May 2021 and 18 June 2021 in relation to the placing of new shares under the general mandate.

On 25 May 2021, the Group and a placing agent entered into a placing agreement pursuant to which the Group appointed the placing agent to procure altogether not less than six placees (who and whose ultimate beneficial owner(s) are independent of and not connected with the Company and any of its connected persons within the meaning of the GEM Listing Rules) for placing up to aggregate of 134,280,000 placing shares at a placing price of HK\$0.135 per placing share. The closing price for the Company's shares on 25 May 2021 was HK\$0.149 per share.

The Placing II was completed on 18 June 2021 with gross and net proceeds of approximately HK\$18.1 million (equivalent to approximately HK\$0.135 per placing share) and HK\$17.5 million (equivalent to approximately HK\$0.1301 per placing share) as set out in the Company's announcements dated 25 May 2021 and 18 June 2021. The Company intended to use the proceeds for (i) expanding the specialty coffee business; (ii) developing casual dining business; and (iii) investing in PRC and overseas food tech investment opportunities.

於2021年6月18日完成配售(「配售II」)

茲提述本公司於2021年5月25日及2021年6月18日刊發的公告，內容有關按一般授權配售新股份。

於2021年5月25日，本集團與配售代理訂立配售協議，據此，本集團委任配售代理促使合共不少於六名承配人(其自身及其最終實益擁有人獨立於本公司及其任何關連人士(定義見GEM上市規則)且與彼等並無關連)按每股配售股份0.135港元的配售價配售最多合共134,280,000股配售股份。本公司股份於2021年5月25日的收市價為每股0.149港元。

配售II已於2021年6月18日完成，誠如本公司日期為2021年5月25日及2021年6月18日的公告所載，所得款項總額及淨額分別約為18.1百萬港元(相當於每股配售股份約0.135港元)及17.5百萬港元(相當於每股配售股份約0.1301港元)。本公司擬將所得款項用作(i)擴大精品咖啡業務；(ii)發展休閒餐飲業務；及(iii)投資於中國及海外食物科技投資機遇。

OTHER INFORMATION 其他資料

Use of net proceeds from the Placing II	Planned use of proceeds as described in the announcement dated 25 May 2021 日期為2021年 5月25日 的公告所述的 所得款項計劃 用途 HK\$ million 百萬港元	Approximate percentage of total net proceeds 估總所得款項 淨額 概約百分比 %	Actual use of net proceeds up to 30 June 2023 直至2023年 6月30日 的所得款項淨額 實際用途 HK\$ million 百萬港元	Unused total net proceeds up to 30 June 2023 直至2023年 6月30日 的尚未動用 總所得款項淨額 HK\$ million 百萬港元
配售II所得款項淨額用途				
Expanding the specialty coffee business 擴大精品咖啡業務	9.0	51.4%	6.5	2.5
Developing casual dining business 發展休閒餐飲業務	5.3	30.3%	5.3	–
Investing in PRC and overseas food tech investment opportunities 投資於中國及海外食 物科技投資機遇	3.2	18.3%	3.2	–
Total 總計	17.5	100.0%	15.0	2.5

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EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2023, the Group employed a total of 426 employees (31 December 2022: 388) including the executive Directors. For the six months ended 30 June 2023, total staff costs amounted to approximately HK\$51.3 million (30 June 2022: approximately HK\$43.0 million). Remuneration (including employees' benefits) is maintained at an attractive level and reviewed on a periodic basis. Employees' salary and relevant benefits are determined on the basis of performance, qualification, experience, positions and the Group's business performance.

僱員及薪酬政策

於2023年6月30日，本集團共僱用426名僱員(2022年12月31日：388名)，其中包括執行董事。截至2023年6月30日止六個月，員工成本總額約為51.3百萬港元(2022年6月30日：約43.0百萬港元)。薪酬(包括僱員福利)維持在有吸引力的水平，並定期檢討。僱員薪資及相關福利乃根據表現、資質、經驗、職位以及本集團業務績效確定。

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

As at 30 June 2023, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO), (ii) recorded in the register required to be kept under section 352 of the SFO, or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於2023年6月30日，董事及本公司最高行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債權證中，(i) 擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例第XV部第7及8分部被當作或視為由董事及本公司最高行政人員擁有的權益及淡倉)，(ii) 擁有記入根據證券及期貨條例第352條須備存的登記冊內的權益及淡倉，或(iii) 根據GEM上市規則第5.46至5.67條所述的上市發行人董事進行交易的規定標準另行知會本公司及聯交所的權益及淡倉如下：

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- (i) Long positions in shares and underlying shares of the Company
- (i) 於本公司股份及相關股份的好倉

Name of Director	Capacity in which interests are held	Interests in Shares	Equity derivatives (share options)	Total interests	Approximately percentage of Shareholding as at 30 June 2023 (Note 1)
董事姓名	持有權益之身份	於股份的權益	股本衍生工具 (購股權)	權益總額	於2023年6月30日持股的概約百分比 (附註1)
Ms. Wong Pui Yain (Note 2) 黃佩茵女士(附註2)	Interest in a controlled corporation 受控制法團權益	409,670,000 (L)		540,446,000	46.60%
	Beneficial owner 實益擁有人	81,616,000 (L)	1,850,000 (L)		
	Interest of spouse 配偶權益	49,160,000 (L)			
Ms. Wan Suet Yee Cherry (Note 3) 溫雪儀女士(附註3)	Beneficial owner 實益擁有人		1,850,000 (L)	1,850,000 (L)	0.16%
Mr. Leung Yuk Lun Ulric (Note 3) 梁玉麟先生(附註3)	Beneficial owner 實益擁有人		750,000 (L)	750,000 (L)	0.06%
Mr. Devin Nijanthan Chanmugam (Note 3)	Beneficial owner 實益擁有人		750,000 (L)	750,000 (L)	0.06%
Devin Nijanthan Chanmugam 先生(附註3)					
Mr. Wee Keng Hiong Tony (Note 4) Wee Keng Hiong Tony 先生(附註4)	Beneficial owner 實益擁有人	1,000,000 (L)	750,000 (L)	1,750,000 (L)	0.15%

(L) denotes long position

(L) 表示好倉

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Notes:

1. As at 30 June 2023, the issued share capital of the Company is 1,159,780,000 shares.
2. Ms. Wong Pui Yain was interested in a total of 540,446,000 Shares, of which her interest in (i) 81,616,000 Shares was held in her capacity as beneficial owner; (ii) 409,670,000 Shares was held through her controlling corporation, Giant Mind, in which she is the sole legal and beneficial owner, in which she is deemed to be interested under Part XV of the SFO; (iii) 1,850,000 Shares relate to Shares which may be issued pursuant to options granted to her under the Share Option Scheme; and (iv) 49,160,000 Shares related to shares held by her spouse, Mr. Lo Yeung Kit, Alan, which is deemed to be interested in under Part XV of the SFO.
3. Such interests relate to Share which may be issued pursuant to options granted to the Director under the Share Option Scheme.
4. Mr. Wee Keng Hiong, Tony, was interested in a total of 1,750,000 Shares, of which his interest is (i) 1,000,000 Shares was held in his capacity as beneficial owner; and (ii) 750,000 Shares relate to Shares which may be issued pursuant to options granted to him under the Share Option Scheme.

附註：

1. 於2023年6月30日，本公司之已發行股本為1,159,780,000股股份。
2. 黃佩茵女士於合共540,446,000股股份中擁有權益，其中彼(i)於81,616,000股股份中擁有的權益乃以其作為實益擁有人的身份持有；(ii)於409,670,000股股份中擁有的權益乃透過其受控制法團Giant Mind持有，而其為該法團的唯一合法及實益擁有人，根據證券及期貨條例第XV部，其被視為於該法團擁有權益；(iii)於1,850,000股股份中擁有的權益涉及根據購股權計劃授予其的購股權而可能發行的股份；及(iv)於49,160,000股股份中擁有的權益涉及其配偶羅揚傑先生持有的股份，而根據證券及期貨條例第XV部，其被視為於該等股份中擁有權益。
3. 有關權益涉及根據購股權計劃授予董事的購股權而可能發行的股份。
4. Wee Keng Hiong Tony先生於合共1,750,000股股份中擁有權益，其中彼(i)於1,000,000股股份中擁有的權益乃以其作為實益擁有人的身份持有；及(ii)於750,000股股份中擁有的權益涉及根據購股權計劃授予其的購股權而可能發行的股份。

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

(ii) 於本公司相聯法團股份及相關股份的好倉

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

Note:

Giant Mind held 409,670,000 Shares, representing approximately 35.32% shareholding in the issued share capital of the Company.

附註：

Giant Mind持有409,670,000股股份，佔本公司已發行股本約35.32%。

Save as disclosed above, as at 30 June 2023, none of the Directors or the chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which the Directors or the chief executive of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO); (ii) recorded in the register required to be kept under section 352 of the SFO or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於2023年6月30日，概無董事或本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中，擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例第XV部第7及8分部被當作或視為由董事或本公司最高行政人員擁有的權益及/或淡倉)；(ii)記入根據證券及期貨條例第352條須備存的登記冊內的權益或淡倉或(iii)根據GEM上市規則第5.46至5.67條所述的上市發行人董事進行交易的規定標準另行知會本公司及聯交所的權益或淡倉。

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

As at 30 June 2023, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests or short positions in Shares or underlying Shares which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which would fall to be disclosed under the provision of Divisions 2 and 3 Part XV of the SFO:

(i) Long positions in Shares

Name of shareholder 股東姓名／名稱	Capacity/ Nature of interest 身份／權益性質	Number of Shares held/ Interested 所持／擁有權益 股份數目	Approximately Percentage of Shareholding as at 30 June 2023 於2023年6月30日 的概約持股百分比
Mr. Lo Yeung Kit, Alan (Note 2) 羅揚傑先生(附註2)	Beneficial owner 實益擁有人	49,160,000 (L)	46.60%
	Interest of spouse 配偶權益	491,286,000 (L)	
Giant Mind (Note 3) (附註3)	Beneficial owner 實益擁有人	409,670,000 (L)	35.32%
Mr. Ko Kin Hang (Note 4) 高健行先生(附註4)	Beneficial owner 實益擁有人	64,990,000 (L)	5.60%

(L) denotes long position

(L) 表示好倉

主要股東及其他人士於股份 及相關股份的權益及淡倉

於2023年6月30日，就董事所知，以下人士(並非董事或本公司最高行政人員)於股份或相關股份中擁有或被視為擁有記入本公司根據證券及期貨條例第336條須備存的登記冊內或根據證券及期貨條例第XV部第2及3分部條文須予披露的權益或淡倉：

(i) 於股份的好倉

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Notes:

1. As at 30 June 2023, the issued share capital of the Company is 1,159,980,000 Shares.
2. Mr. Lo Yeung Kit, Alan was interested in a total of 540,446,000 Shares, of which his interest in (i) 49,160,000 Shares was held in his capacity as beneficial owner; (ii) 491,286,000 relate to Shares held by his spouse, Ms. Wong Pui Yin, which he is deemed to be interested in under Part XV of the SFO; and (iii) 550,000 Shares relate to Shares which may be issued pursuant to options granted to him under the Share Option Scheme.
3. Giant Mind is a controlled corporation owned as to 100% by Ms. Wong Pui Yin, the controlling shareholder of the Company and a Director.
4. 64,990,000 Shares were owned by Mr. Ko in his personal capacity.

附註：

1. 於2023年6月30日，本公司已發行股本為1,159,980,000股股份。
2. 羅揚傑先生於合共540,446,000股股份中擁有權益，其中彼(i)於49,160,000股股份中擁有的權益乃以其作為實益擁有人的身份持有；(ii)於491,286,000股股份中擁有的權益涉及其配偶黃佩茵女士持有的股份，而根據證券及期貨條例第XV部，其被視為於該等股份中擁有權益；及(iii)於550,000股股份中擁有的權益涉及因其根據購股權計劃獲授的購股權而可能發行的股份。
3. Giant Mind為一間由本公司的控股股東及董事黃佩茵女士擁有100%的受控制法團。
4. 高先生以個人身份擁有64,990,000股股份。

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Save as disclosed above, as at 30 June 2023, the Directors have not been notified by any person who had interests or short positions in the Shares or underlying Shares which were recorded in the register required to be kept under section 336 of the SFO, or which fall to be disclosed under the provision of Divisions 2 and 3 Part XV of the SFO.

SHARE OPTION SCHEME

The Company conditionally adopted the Share Option Scheme on 23 January 2018. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

The purpose of the Share Option Scheme is to attract and retain the best quality personnel for the development of the Company's businesses; to provide additional incentives to the Qualifying Grantees (as defined below) and to promote the long term financial success of the Company by aligning the interests of option holders to shareholders. The Board may offer to grant an option to any Qualifying Grantees.

除上文所披露者外，於2023年6月30日，概無任何人士已經知會董事彼於股份或相關股份擁有記入根據證券及期貨條例第336條須備存的登記冊內或根據證券及期貨條例第XV部第2及3分部條文須予披露的權益或淡倉。

購股權計劃

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

購股權計劃的目的是吸引及留住對本公司業務發展有利的最佳合資格人士；為合資格承授人(定義見下文)提供額外獎勵；透過將購股權持有人的權益與股東權益相關聯來促進本公司於財務上的長期成功。董事會可向任何合資格承授人要約授出購股權。

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“Qualifying Grantee” means (i) (1) any employee (whether full-time or part-time employee) of any members of the Group or any of its affiliates and any person who is an officer of any members of the Group or any of its affiliates (“Employee”); (2) any person who is seconded to work for any member of the Group or any of its affiliates (“Secondee”); (3) any consultant, agent, representative, adviser, customer, contractor of the Group or any of its affiliates; or (4) any business partner/ally/alliance, joint venture partner, supplier of goods or services to the Group or any of its affiliates or any employee thereof (collectively the “Eligible Person”); or (ii) any trust for the benefit of an Eligible Person or his or her immediate family members or any company controlled by an Eligible Person or his or her immediate family members.

「合資格承授人」包括：(i)(1)本集團任何成員公司或任何聯屬公司的任何僱員(無論屬全職或兼職員工)及為本集團任何成員公司或任何聯屬公司高級人員的任何人士(「僱員」)；(2)借調予本集團任何成員公司或任何聯屬公司工作的任何人士(「借調人員」)；(3)本集團或其任何聯屬公司的任何諮詢人、代理、代表、顧問、客戶及承包商；或(4)任何業務合作夥伴／盟友／聯盟、合資方、向本集團或任何聯屬公司提供商品或服務的供應商或其任何僱員(統稱「合資格人士」)；或(ii)合資格人士或其直系親屬受益的任何信託或受合資格人士或其直系親屬控制的任何公司。

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The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the shares in issue from time to time. No option may be granted under any schemes of the Company if this will result in the limit being exceeded. The maximum number of shares that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the shares in issue following the completion of the capitalisation issue and the share offer, i.e. 86,000,000 shares. As at the date of this report, a total of 86,000,000 shares, representing 7.42% of the Company's issued shares, were available for issue under the Share Option Scheme.

根據購股權計劃及任何其他計劃授出及尚未行使之發行在外購股權在悉數行使時可予發行之股份總數限額，不得超過不時已發行股份之30%。本公司不得根據本公司任何計劃授出任何會導致超出限額之購股權。因根據購股權計劃及本公司任何其他計劃將予授出的所有購股權獲行使而可能發行的股份數目上限總共不得超過緊隨資本化發行及股份發售完成後已發行股份的10%，即86,000,000股股份。於本報告日期，購股權計劃項下共有86,000,000股股份可供發行，佔本公司已發行股份7.42%。

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No option may be granted to any participant of the Share Option Scheme such that the total number of shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time. Any further grant of options to a participant in excess of the 1% limit shall be subject to the approval by the shareholders of the Company in general meeting with such participant and his/her close associates (or associates if the participant is a connected person) abstaining from voting. Prior to seeking such approval, the Company shall issue a circular containing such information as required by the GEM Listing Rules to the shareholders of the Company.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant. The Board may, in its discretion, determine the vesting period of options granted under the Share Option Scheme. Participants of the Share Option Scheme are required to pay the Company HK\$1.0 upon acceptance of the grant 28 days from the date of the option offer (or such period as the Board may specify in writing). The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

倘任何購股權計劃參與者因行使在截至最後授出日期止任何12個月期間內已獲授及將獲授購股權，而導致已發行及將予發行的股份總數超過本公司不時已發行股本的1%，則不得向該參與者授出任何購股權。向一名參與者授出超過該1%上限的任何額外購股權須於股東大會上獲得本公司股東批准，而有關參與者及其緊密聯繫人(或倘參與者為關連人士，則為聯繫人)須放棄投票。於尋求有關批准前，本公司須向本公司股東發出通函，當中載有GEM上市規則規定的有關資料。

購股權於董事會釐定的期間(但不得超過自授出日期起計10年)隨時根據購股權計劃條款可予行使。董事會可酌情決定根據購股權計劃授出的購股權的歸屬期間。購股權計劃參與者須於要約日期起計28日(或董事會可書面指明的期間)內，就接納授出而向本公司支付1.0港元。購股權行使價由董事會絕對酌情釐定，且不得低於下列三者中的最高者：

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- (a) the closing price of a share as stated in the Stock Exchange's daily quotations sheets on the offer date;
 - (b) the average closing price of a share as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the offer date; or
 - (c) the nominal value of a share.
- (a) 於要約日期聯交所每日報價表所載的股份收市價；
 - (b) 於緊接要約日期前五個營業日聯交所每日報價表所載的股份平均收市價；或
 - (c) 股份面值。

The Share Option Scheme shall be valid and effective for a period of 10 years from 8 February 2018, after which no further options will be granted or offered.

購股權計劃自2018年2月8日起計10年內有效及生效，其後不會再授出或要約授出購股權。

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As at 30 June 2023, details of the Share Option Scheme are as follows:

於2023年6月30日，購股權計劃的詳情如下：

Grantee	Date of grant	Exercisable period	Exercise price per Shares 每股行使價 HK\$ 港元	Balance as at 1 January 2023 於2023年 1月1日的結餘	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/失效	Balance as at 30 June 2023 於2023年 6月30日的結餘	Price per share immediately before date of grant 緊接授出日期前的每股價格
Directors									
董事									
Wong Pui Yain 黃佩茵	11.01.2021	11.01.2021 – 10.01.2024 (Note 2&4) (附註2及4)	0.13	850,000		-	-	850,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 3&4) (附註3及4)	0.10	1,000,000 (Note 7) (附註7)		-	-	1,000,000	0.093 (Note 8) (附註8)
Sub-total小計:				1,850,000				1,850,000	
Wan Suet Yee Cherry 溫雪儀	11.01.2021	11.01.2021 – 10.01.2024 (Note 2&4) (附註2及4)	0.13	850,000		-	-	850,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 3&4) (附註3及4)	0.10	1,000,000 (Note 7) (附註7)		-	-	1,000,000	0.093 (Note 8) (附註8)
Sub-total小計:				1,850,000				1,850,000	

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Grantee	Date of grant	Exercisable period	Exercise price per Shares 每股行使價 HK\$ 港元	Balance as at January 2023 於2023年 1月1日的結餘	Granted	Exercised	Cancelled/ Lapsed	Balance as at 30 June 2023 於2023年 6月30日的結餘	Price per share immediately before date of grant 緊接授出日期前 的每股價格
承授人	授出日期	行使期			已授出	已行使	已註銷/失效		
Leung Yuk Lun Ulrich 梁玉麟	11.01.2021	11.01.2021 – 10.01.2024 (Note 284) (附註2及4)	0.13	350,000		–	–	350,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 384) (附註3及4)	0.10	400,000 (Note 7) (附註7)		–	–	400,000	0.093 (Note 8) (附註8)
Sub-total 小計:				750,000				750,000	
Devin Nijanthan Chanmugam	11.01.2021	11.01.2021 – 10.01.2024 (Note 284) (附註2及4)	0.13	350,000		–	–	350,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 384) (附註3及4)	0.10	400,000 (Note 7) (附註7)		–	–	400,000	0.093 (Note 8) (附註8)
Sub-total 小計:				750,000				750,000	

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Grantee	Date of grant	Exercisable period	Exercise price per Shares 每股行使價 HK\$ 港元	Balance as at 1 January 2023 於2023年 1月1日的結餘	Granted	Exercised	Cancelled/ Lapsed	Balance as at 30 June 2023 於2023年 6月30日的結餘	Price per share immediately before date of grant 緊接授出日期前 的每股價格
承授人	授出日期	行使期			已授出	已行使	已註銷/失效		
Wee Keng Hong Tony	11.01.2021	11.01.2021 – 10.01.2024 (Note 2&4) (附註2及4)	0.13	350,000		–	–	350,000	0.121
	19.01.2022	19.01.2022 – 18.01.2032 (Note 3&4) (附註3及4)	0.10	400,000 (Note 7) (附註7)		–	–	400,000	0.093 (Note 8) (附註8)
Sub-total/小計:				750,000				750,000	
Employees 僱員									
Employees 僱員	11.01.2021	11.01.2021/ 10.01.2024	0.13	500,000	–	–	–	500,000	0.121
	19.01.2022	19.01.2022/ 18.01.2032	0.1	3,300,000		–	–	3,300,000	0.093
Sub-total/小計:				3,800,000				3,800,000	
Consultants 顧問									
Lo Yeung Kit, Alan (Note 5) 羅揚傑 (附註5)	19.01.2022	19.01.2022/ 18.01.2032	0.1	550,000		–	–	550,000	0.093
Leung Man Yee, Sophia (Note 6) 梁敏兒 (附註6)	11.01.2021	11.01.2021/ 10.01.2024	0.13	500,000	–	–	–	500,000	0.121
	19.01.2022	19.01.2022/ 18.01.2032	0.10	550,000		–	–	550,000	0.093
Sub-total/小計:				1,600,000				1,600,000	
Total 總計:				11,350,000				11,350,000	

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Notes

1. As at 30 June 2023, the issued share capital of the Company is 1,159,980,000 shares.
2. The option period of the options granted on 11 January 2021 shall be three years from the date of acceptance and the options shall be lapsed at the expiry of the option period.
3. The options granted on 19 January 2022 shall be exercisable for a period of ten years commencing from the last date of acceptance for the grant of share options (i.e. 19 January, 2022) and ending on 18 January, 2032.
4. No share option had been exercised, cancelled and lapsed as at 30 June 2023.
5. Mr. Lo Yeung Kit, Alan is the consultant and spouse of Ms. Wong Pui Yin. Mr. Lo is experienced in corporate finance and is currently the head of corporate development and strategic investments for GP Industries Limited, a company listed on the main board of the Singapore Exchange Securities Trading Limited. Mr. Lo has been engaged as the Company's consultant for a term of three years commencing from 1 January 2021. The rationale for granting 550,000 share options to Mr. Lo is to provide incentive and award for services provided by Mr. Lo as the Company's consultant advising on the Company's corporate finance matters and investor relation matters, and to provide motivation for Mr. Lo to create value for the Company without affecting the operating cost of the Company.
6. Ms. Leung Man Yee Sophia ("Ms. Leung") has been engaged by the Company to provide advice to the chief executive officer of the Company on corporate strategy in administrative and head office-related matters as a business consultant of the Group over the years. Ms. Leung is independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules) of the Company. The share options were granted to Ms. Leung (i) as part of her remuneration for services provided; and (ii) with a view to further incentivise her to provide continued services, and contribute to sustaining and improving the organisational efficacy, performance and productivity, of the Group. The grant of the share options constitutes reward for services rendered and will furnish her with a personal stake in the Company. The Directors believe the grant of share options to Ms. Leung will serve to incentivise her to remain retained with the Group and to contribute further to the development and growth of the Group for the benefit of the Shareholders.

附註

1. 於2023年6月30日，本公司已發行股本為1,159,980,000股股份。
2. 於2021年1月11日授出的購股權之購股權期限由接納日期起計三年，並將於購股權期限屆滿時失效。
3. 於2022年1月19日授出的購股權可於自授出購股權的截止接納日期(即2022年1月19日)起至2032年1月18日止十年期間行使。
4. 於2023年6月30日，概無購股權獲行使、註銷及失效。
5. 羅揚傑先生為顧問及黃佩茵女士的配偶。羅先生在企業融資方面經驗豐富，目前是GP Industries Limited(新加坡證券交易所有限公司主板上市的公司)的企業發展及戰略投資主管。羅先生獲聘為本公司顧問，從2021年1月1日開始任期為三年。向羅先生授出550,000份購股權之理由乃激勵及獎勵羅先生作為本公司顧問所提供之服務，即就本公司之企業融資及投資者關係事宜提供意見，並在不影響本公司營運成本的情況下激勵羅先生為本公司創造價值。
6. 梁敏兒女士(「梁女士」)多年來一直受聘於本公司擔任本集團業務顧問，就本公司行政及總部相關事宜的公司策略向本公司行政總裁提供意見。梁女士獨立於本公司及其關連人士(定義見GEM上市規則)，且與彼等並無關連。向梁女士授出購股權(i)作為其提供服務的部分酬金；及(ii)旨在進一步鼓勵其繼續提供服務，並對維持及改善本集團的組織效能、表現及生產力作出貢獻。授出購股權是對所提供服務的回報，並將其提供本公司的個人股份。董事相信，向梁女士授出購股權將激勵其繼續留任本集團，並為本集團的發展及增長作出進一步貢獻，符合股東的利益。

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7. No fulfillment or vesting period condition were associated with the share options.
7. 概無與購股權相關的履行或歸屬期條件。
8. The total fair value of the share options at the grant date on 19 January 2022 was HK\$381,000 (2021: The total fair value of the share options at the grant date on 11 January 2021 was HK\$229,000).
8. 購股權於授出日期(即2022年1月19日)的總公平值為381,000港元(2021年：購股權於授出日期(即2021年1月11日)的總公平值為229,000港元)。

Fair value of share options and assumptions

購股權的公平值及假設

The following information is relevant in the determination of the fair value of options.

以下資料與釐定購股權公平值有關。

Share option type	購股權類別	2021	2022
Option pricing model used	所用的期權定價模型	Trinomial option pricing 三項式期權定價	Binomial option pricing 二項式期權定價
Share price at grant date	授出日期的股價	HK\$0.122 0.122 港元	HK\$0.089 0.089 港元
Exercise price	行使價	HK\$0.13 0.13 港元	HK\$0.1 0.1 港元
Contractual life	合約期限	3 years 3 年	10 years 10 年
Expected volatility	預期波幅	90.78%	73.409%
Expected dividend rate	預期股息率	0.00%	0.00%
Risk-free interest rate	無風險利率	0.11%	1.653%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last three years. Changes in the subjective input assumptions could materially affect the fair value estimate.

波幅假設(以預期股價回報的標準差衡量)是基於對過去三年每日股價的統計分析。主觀性輸入值假設變化會對公平值估計產生重大影響。

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On 11 January 2021, 3,750,000 share options were granted to the executive Directors, independent non-executive Directors, employees and consultants of the Group, respectively, in order to reward the Directors, employees and consultants for the development of the Group. These share options have an exercise price of HK\$0.13 per share and an exercise period ranging from 11 January 2021 to 10 January 2024. The closing price of the Company's shares at the date of grant was HK\$0.122.

On 19 January 2022, a total of 7,600,000 share options were granted to certain Directors and employees and consultants of the Group under the Share Option Scheme with an exercise price of HK\$0.1 per share and an exercise period ranging from 19 January 2022 to 18 January 2032. The closing price of the shares immediately before the date of grant was HK\$0.093 per share. The price of the Company's shares at the date of grant was HK\$0.089 per share. Details of the said grant of share options are set out in the Company's announcement dated 19 January 2022.

No share options were granted, exercised, lapsed or canceled under the Share Option Scheme during the six months ended 30 June 2023. No fulfillment or vesting period condition were associated with the share options.

於2021年1月11日，分別向本集團執行董事、獨立非執行董事、僱員及顧問授出3,750,000份購股權，以獎勵董事、僱員及顧問為本集團發展所作的貢獻。該等購股權的行使價為每股0.13港元，行使期為2021年1月11日至2024年1月10日。本公司股份於授出日期之收市價為每股0.122港元。

於2022年1月19日，根據購股權計劃向本集團若干董事及僱員以及顧問授予合共7,600,000份購股權，行使價為每股0.1港元，行使期由2022年1月19日至2032年1月18日。股份於緊接授出日期前的收市價為每股0.093港元。本公司股份於授出日期的價格為每股0.089港元。有關上述授出購股權的詳情載列於本公司日期為2022年1月19日的公告。

於截至2023年6月30日止六個月，購股權計劃項下的購股權概無獲授予、行使、失效或被註銷。概無與購股權相關的履行或歸屬期條件。

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At the date of this report, the Company had 11,350,000 options outstanding under the Share Option Scheme, which represented approximately 0.98% of the Company's issued shares as at the date of this report. The Company had 3,750,000 and 11,350,000 share options outstanding under the Share Option Scheme as at 1 January 2023 and 30 June 2023 respectively.

The Company considered that disclosure of value of the share options granted during the reporting period under the Share Option Scheme is not applicable and appropriate because the exercise prices of the share options (i.e. HK\$0.13 per share and HK\$0.10 per share) was greater than the closing market price of the Company as at 30 June 2023 (i.e. HK\$0.078).

As at 1 January 2023 and 30 June 2023, the total number of share options available for grant under the Share Option Scheme are 74,650,000 and 74,650,000 respectively.

There has been no share options and awards granted under all schemes of the Company during six months ended 30 June 2023. The total number of shares that may be issued in respect of options and awards granted under all schemes of the Company during six months ended 30 June 2023 divided by the weighted average number of shares in issue for six months ended 30 June 2023 was nil.

於本報告日期，本公司購股權計劃項下有11,350,000份購股權尚未行使，佔本公司於本報告日期已發行股份約0.98%。於2023年1月1日及2023年6月30日，本公司購股權計劃項下分別有3,750,000及11,350,000份購股權尚未行使。

本公司認為，根據購股權計劃披露於報告期間授出的購股權價值屬不適用且不適宜，原因為購股權的行使價(即每股0.13港元及每股0.10港元)高於本公司於2023年6月30日的收市價(即0.078港元)。

於2023年1月1日及2023年6月30日，根據購股權計劃可供授出之購股權總數分別為74,650,000份及74,650,000份。

於截至2023年6月30日止六個月，並無根據本公司所有計劃授出購股權及獎勵。就於截至2023年6月30日止六個月根據本公司所有計劃授出之購股權及獎勵可能發行的股份總數除以截至2023年6月30日止六個月已發行股份之加權平均數為零。

AUDIT COMMITTEE

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

The Audit Committee has reviewed this report and the unaudited condensed consolidated results of the Group for the six months ended 30 June 2023 and the effectiveness of internal control procedures of the Group.

審核委員會

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

審核委員會已審閱本報告及本集團截至2023年6月30日止六個月的未經審核簡明綜合業績及本集團內部控制程序的有效性。

OTHER INFORMATION

其他資料

DIRECTORS' SECURITIES TRANSACTIONS

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

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

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

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

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

董事的證券交易

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

購買、出售或贖回本公司上市證券

董事確認，於回顧期間，本公司概無購買、出售或贖回上市證券。

董事及控股股東於競爭業務中的權益

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

CORPORATE GOVERNANCE

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. Except for the deviation from code provision C.2.1 of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the “CG Code”), the Company has complied with the code provisions set out in the CG Code during the period under review. 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. Ms. Wong Pui Yain is both the chairperson of the Board and the chief executive officer of the Company. In view of Ms. Wong Pui Yain’s role in day-to-day operations and management of the Group since 2010, the Board believes that it is in the best interest of the Group to have Ms. Wong Pui Yain’s taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstance and the Board is of the view that this management structure is effective for the Group’s operations and sufficient checks and balances are in place. The Board will continue to review and consider splitting the roles of the chairperson and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstance of the Group as a whole.

企業管治

本公司堅定不移地維持及確保保持高水準的企業管治標準，不斷審查及完善企業管治慣例及標準。除偏離GEM上市規則附錄十五所載企業管治守則(「企業管治守則」)第C.2.1條守則條文外，本公司於回顧期間已遵守企業管治守則所載守則條文。企業管治守則第C.2.1條守則條文規定主席與行政總裁的角色應有區分，並不應由一人同時兼任。黃佩茵女士為本公司董事會主席兼行政總裁。鑒於黃佩茵女士自2010年起於本集團日常營運及管理方面的角色，董事會相信黃佩茵女士同時兼任兩個角色有利於實現有效的管理及業務發展，符合本集團的最佳利益。因此，董事認為，在該情況下，偏離企業管治守則第C.2.1條守則條文乃屬適當，且董事會認為，該管理架構對本集團的營運乃屬有效及充分的制衡已確立。董事會將考慮本集團的整體情況，於適當及合適時繼續檢討及考慮分開本公司主席與行政總裁的職務。

OTHER INFORMATION

其他資料

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this report, there were no significant events or material changes after the reporting period up to the date of this report.

By order of the Board
Jia Group Holdings Limited

Wong Pui Yin

Chairperson

Hong Kong, 14 August 2023

As at the date hereof, the Board comprises Ms. Wong Pui Yin and Ms. Wan Suet Yee Cherry as executive Directors; Mr. Leung Yuk Lun Ulric, Mr. Devin Nijanthan Chanmugam and Mr. Wee Keng Hiong Tony as independent non-executive Directors.

報告期後事件

除本報告所披露者外，於報告期間直至本報告日期概無發生重大事件或重大變動。

承董事會命
佳民集團有限公司

主席

黃佩茵

香港，2023年8月14日

於本報告日期，董事會包括執行董事黃佩茵女士及溫雪儀女士；及獨立非執行董事梁玉麟先生、Devin Nijanthan Chanmugam先生及Wee Keng Hiong Tony先生。

JIA

JIA GROUP HOLDINGS LIMITED

佳民集團有限公司