

BCI Group Holdings Limited 高門集團有限公司

(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：8412



2017

THIRD QUARTERLY REPORT 第三季度報告

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

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

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位，乃為較於聯交所上市的其他公司帶有更高投資風險的公司提供上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。創業板的較高風險及其他特色，表示創業板較適合專業及其他經驗豐富的投資者。

由於創業板上市公司的新興性質使然，在創業板買賣的證券可能會承受較於主板買賣的證券為高的市場波動風險，同時亦無法保證在創業板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之內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明概不就因本報告全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本報告乃根據聯交所創業板證券上市規則(「創業板上市規則」)提供有關本公司之資料，高門集團有限公司(「本公司」，連同其附屬公司統稱「本集團」)董事(「董事」)願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重大方面均屬準確完整，並無誤導或欺詐成份，亦無遺漏任何其他事項，致使當中任何陳述或本報告有所誤導。

The board of Directors (the “Board”) is pleased to announce the unaudited condensed consolidated results of the Group for the nine months ended 28 February 2017, together with the unaudited comparative figures for the corresponding period in 2016 as set out below. Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Company’s prospectus dated 24 March 2017 (the “Prospectus”).

董事會(「董事會」)欣然公告本集團截至2017年2月28日止九個月的未經審核簡明綜合業績，連同2016年同期的未經審核比較數字，如下文所載。除另有指明外，本報告所用詞彙與本公司於2017年3月24日刊發的招股章程(「招股章程」)所界定者具有相同涵義。

FINANCIAL HIGHLIGHTS

財務摘要

- The Group's revenue for the nine months ended 28 February 2017 was approximately HK\$73.8 million, representing an increase of approximately 11.0% when compared with that of the corresponding period in 2016.
- The Group recorded a loss and total comprehensive expense for the nine months ended 28 February 2017 of approximately HK\$1.8 million, while there was a profit and total comprehensive income of approximately HK\$6.6 million for the nine months ended 29 February 2016. Excluding the non-recurring listing expenses of approximately HK\$8.5 million charged for the nine months ended 28 February 2017, the profit and total comprehensive income would increase to approximately HK\$6.7 million for the nine months ended 28 February 2017.
- The Board did not recommend payment of any dividend for the nine months ended 28 February 2017.
- 截至2017年2月28日止九個月，本集團的收益約為73.8百萬港元，較2016年同期增加約11.0%。
- 截至2017年2月28日止九個月，本集團錄得虧損及全面開支總額約為1.8百萬港元，而截至2016年2月29日止九個月則錄得溢利及全面收入總額約6.6百萬港元。除截至2017年2月28日止九個月約8.5百萬港元的非經常性上市開支外，截至2017年2月28日止九個月，溢利及全面收入總額增至6.7百萬港元。
- 董事會不建議派付截至2017年2月28日止九個月的任何股息。

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Ng Shing Joe Kester
Ms. Lau Sze Yuen

Non-executive Directors

Mr. Kan Sze Man

Independent Non-executive Directors

Mr. Wong Sui Chi
Mr. Li Lap Sun
Mr. Ng Kwok Kei Sammy

AUDIT COMMITTEE

Mr. Wong Sui Chi (*Chairman*)
Mr. Li Lap Sun
Mr. Ng Kwok Kei Sammy

REMUNERATION COMMITTEE

Mr. Ng Kwok Kei Sammy (*Chairman*)
Mr. Wong Sui Chi
Mr. Li Lap Sun

NOMINATION COMMITTEE

Mr. Li Lap Sun (*Chairman*)
Mr. Ng Kwok Kei Sammy
Mr. Wong Sui Chi

COMPANY SECRETARY

Mr. Wong Chi Wai

COMPLIANCE OFFICER

Ms. Lau Sze Yuen

AUTHORISED REPRESENTATIVES

Mr. Ng Shing Joe Kester
Mr. Wong Chi Wai

董事

執行董事
吳繩祖先生
劉思婉女士

非執行董事

簡士民先生

獨立非執行董事

黃瑞熾先生
李立新先生
伍國基先生

審核委員會

黃瑞熾先生(*主席*)
李立新先生
伍國基先生

薪酬委員會

伍國基先生(*主席*)
黃瑞熾先生
李立新先生

提名委員會

李立新先生(*主席*)
伍國基先生
黃瑞熾先生

公司秘書

黃志威先生

合規主任

劉思婉女士

授權代表

吳繩祖先生
黃志威先生

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

PO Box 1350, Clifton House
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Grand Cayman KY1-1108
Cayman Islands

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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Estera Trust (Cayman) Limited
PO Box 1350
Clifton House
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Grand Cayman
KY1-1108
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Boardroom Share Registrars (HK) Limited
31/F, 148 Electric Road
North Point
Hong Kong

PRINCIPAL BANKER

The Hong Kong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

COMPLIANCE ADVISER

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29 Queen's Road Central
Hong Kong

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中環
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PO Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號31樓

主要往來銀行

香港上海滙豐銀行有限公司
香港
皇后大道中1號

合規顧問

力高企業融資有限公司
香港
皇后大道中29號
華人行16樓1601室

CORPORATE INFORMATION

公司資料

AUDITORS

BDO Limited
Certified Public Accountants
25th Floor Wing On Centre
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Hong Kong

STOCK CODE

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COMPANY'S WEBSITE

www.bcigroup.com.hk

核數師

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執業會計師
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股份代號

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公司網站

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

未經審核簡明綜合全面收益表

FOR THE NINE MONTHS ENDED 28 FEBRUARY 2017

截至2017年2月28日止九個月

			For the three months ended		For the nine months ended	
			28 February	29 February	28 February	29 February
			2017	2016	2017	2016
			截至		截至	
			2017年	2016年	2017年	2016年
			2月28日	2月29日	2月28日	2月29日
			止三個月	止三個月	止九個月	止九個月
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元
		Notes	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		附註	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收益	2	27,198	27,183	73,833	66,533
Cost of inventories sold	已售存貨成本		(4,987)	(5,634)	(14,621)	(14,079)
Other income and gains	其他收入及收益		—	233	72	449
Property rentals and related expenses	物業租金及相關開支		(5,752)	(5,616)	(17,237)	(15,367)
Advertising and marketing expenses	廣告及市場推廣開支		(2,823)	(3,225)	(8,367)	(8,228)
Employee benefits expenses	僱員福利開支		(4,452)	(3,828)	(13,353)	(9,478)
Depreciation	折舊		(1,097)	(1,070)	(3,262)	(3,173)
Listing expenses	上市開支		(354)	—	(8,545)	—
Other expenses	其他開支		(2,913)	(3,158)	(9,004)	(8,642)
Profit/(loss) before income tax expense	除所得稅開支前溢利/(虧損)		4,820	4,885	(484)	8,015
Income tax expense	所得稅開支	3	(859)	(566)	(1,352)	(1,368)
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		3,961	4,319	(1,836)	6,647
Profit/(loss) and total comprehensive income/(expense) for the period attributable to:	以下人士應佔期內溢利/(虧損)及全面收入/(開支)總額:					
— Owners of the Company	— 本公司擁有人		3,912	4,319	(1,765)	6,647
— Non-controlling interests	— 非控股權益		49	—	(71)	—
			3,961	4,319	(1,836)	6,647
Earnings/(loss) per share (HK cents)	每股盈利/(虧損)(港仙)	5				
Basic and diluted	基本及攤薄		0.66	0.72	(0.31)	1.11

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 未經審核簡明綜合權益變動表

FOR THE NINE MONTHS ENDED 28 FEBRUARY 2017

截至2017年2月28日止九個月

		Attributable to owners of the Company 本公司擁有人應佔				Non- controlling interests 非控股 權益	Total 總計
		Share capital 股本	Share premium 股份溢價	Retained earnings 保留盈利	Sub-total 小計		
		HK\$'000 千港元 (unaudited) (未經審核)	HK\$'000 千港元 (unaudited) (未經審核)	HK\$'000 千港元 (unaudited) (未經審核)	HK\$'000 千港元 (unaudited) (未經審核)	HK\$'000 千港元 (unaudited) (未經審核)	HK\$'000 千港元 (unaudited) (未經審核)
Balances at 1 June 2015	於2015年6月1日的結餘	—*	—	3,590	3,590	—	3,590
Profit and total comprehensive income for the period	期內溢利及 全面收入總額	—	—	6,647	6,647	—	6,647
Balances at 29 February 2016	於2016年2月29日 的結餘	—*	—	10,237	10,237	—	10,237
Balances at 1 June 2016	於2016年6月1日的結餘	—*	—	11,974	11,974	—	11,974
Issue of new shares	發行新股	—*	5,100	—	5,100	—	5,100
Disposed of equity interest to a non-controlling interest	向非控股權益出售股權	—	—	745	745	(120)	625
Loss and total comprehensive expense for the period	期內虧損及 全面開支總額	—	—	(1,765)	(1,765)	(71)	(1,836)
Balances at 28 February 2017	於2017年2月28日 的結餘	—*	5,100	10,954	16,054	(191)	15,863

* The balance represents an amount less than HK\$1,000.

* 餘額低於1,000港元。

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

FOR THE NINE MONTHS ENDED 28 FEBRUARY 2017

截至2017年2月28日止九個月

1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands on 19 May 2016 and its registered office is located at PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. Its principal place of business in Hong Kong is located at Unit B, 24/F Wyndham Place, 44 Wyndham Street, Central, Hong Kong. The shares of the Company were listed on the GEM of the Stock Exchange by way of share offer since 7 April 2017.

On the listing date, a total of 200,000,000 Shares of HK\$0.01 each were offered under the share offer, of which 100,000,000 Shares, representing 50% of the total Offer Shares, were offered by way of placing. The remaining 100,000,000 Shares, representing 50% of the total Offer Shares, were offered under the public offer.

The Company is an investment holding company. The subsidiaries of the Company are principally engaged in the operation of clubbing and restaurant business in Hong Kong.

The unaudited condensed consolidated financial statements for the nine months ended 28 February 2017 have been prepared in accordance with the accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules.

1. 一般資料、編製基準及會計政策

本公司於2016年5月19日在開曼群島根據開曼群島公司法(經修訂)註冊成立為獲豁免有限公司，註冊辦事處位於PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands，香港主要營業地點位於香港中環雲咸街44號雲咸商業中心24樓B室。本公司股份已於2017年4月7日起以股份發售方式在聯交所創業板上市。

於上市日期，根據股份發售合共提呈發售200,000,000股每股0.01港元的股份，其中100,000,000股(相當於發售股份總數的50%)以配售方式發售，餘下100,000,000股(相當於發售股份總數的50%)根據公開發售發售。

本公司為投資控股公司。本公司附屬公司主要於香港經營會所及餐廳業務。

截至2017年2月28日止九個月的未經審核簡明綜合財務報表乃根據香港公認會計原則及遵照香港會計師公會(「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」)以及創業板上市規則第18章的適用披露條文編製。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

FOR THE NINE MONTHS ENDED 28 FEBRUARY 2017

截至2017年2月28日止九個月

1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONT'D)

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements for the nine months ended 28 February 2017 are consistent with those adopted in the preparation of accountants' report included in the Prospectus except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the "New and Revised HKFRSs") (which include all HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the HKICPA that are adopted for the first time for the current periods financial statements.

The adoption of the New and Revised HKFRSs has had no significant effect on the unaudited condensed consolidated financial statements for the nine months ended 28 February 2017 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the nine months ended 28 February 2017.

The Group has not applied any 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 to 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.

1. 一般資料、編製基準及會計政策(續)

編製截至2017年2月28日止九個月的未經審核簡明綜合財務報表所用會計政策及計算方法與編製招股章程所載會計師報告採用者一致，惟就本期間財務報表首次採納由香港會計師公會頒佈的新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」，包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)除外。

採納新訂及經修訂香港財務報告準則對截至2017年2月28日止九個月的未經審核簡明綜合財務報表並無重大影響，而該等截至2017年2月28日止九個月的未經審核簡明綜合財務報表所用會計政策亦無重大變動。

本集團並未採用已頒佈但尚未生效的新訂及經修訂準則、修訂本或詮釋。本集團現正評估採納該等新訂及經修訂準則、修訂本或詮釋對本集團的影響，惟尚未能指出其會否對本集團的經營業績及財務狀況造成重大財務影響。

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

FOR THE NINE MONTHS ENDED 28 FEBRUARY 2017

截至2017年2月28日止九個月

1. GENERAL INFORMATION, BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONT'D)

The unaudited condensed consolidated financial statements for the nine months ended 28 February 2017 have been prepared on the historical cost basis. The unaudited condensed consolidated financial statements for the nine months ended 28 February 2017 are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company and its subsidiaries.

The condensed consolidated financial statements have not been audited by the Company's auditors, but have been reviewed by the audit committee of the Company.

2. REVENUE

The Group's principal activities are the operations of clubs and restaurants.

Revenue represents the amount received or receivable from the sales of food and beverages, entrance fees, sponsorship income and others (including tips, cloakroom fees, photobooth and event rental income).

The Group's customer base is diversified and no individual customer had transactions which exceeded 10% of the Group's revenue during the period under review.

1. 一般資料、編製基準及會計政策(續)

截至2017年2月28日止九個月的未經審核簡明綜合財務報表已按歷史成本基準編製。截至2017年2月28日止九個月的未經審核簡明綜合財務報表以本公司及其附屬公司功能貨幣港元(「港元」)呈列。

簡明綜合財務報表尚未經本公司核數師審核，惟已由本公司審核委員會審閱。

2. 收益

本集團主要業務為經營會所及餐廳。

收益指銷售食品及飲品所收取或應收款項、入場費、贊助收入及其他(包括小費、衣帽間收入、快照收入及活動租金收入)。

本集團的客戶群多元化，回顧期內並無單個客戶的交易超過本集團收益10%。

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

FOR THE NINE MONTHS ENDED 28 FEBRUARY 2017

截至2017年2月28日止九個月

2. REVENUE (CONT'D)

2. 收益(續)

Revenue from the Group's principal activities during the period under review is as follows:

本集團於回顧期內之主要業務收益如下：

		For the three months ended		For the nine months ended	
		28 February 2017 截至 2017年 2月28日 止三個月 HK\$'000 千港元 (unaudited) (未經審核)	29 February 2016 2016年 2月29日 止三個月 HK\$'000 千港元 (unaudited) (未經審核)	28 February 2017 截至 2017年 2月28日 止九個月 HK\$'000 千港元 (unaudited) (未經審核)	29 February 2016 2016年 2月29日 止九個月 HK\$'000 千港元 (unaudited) (未經審核)
Revenue from:	收益來自：				
Clubbing operations	會所經營				
Sales of beverage	銷售飲品	23,622	23,718	63,741	57,554
Less: Sales discounts	減：銷售折扣	(2,779)	(3,780)	(10,184)	(8,773)
Net sales of beverage	飲品銷售淨額	20,843	19,938	53,557	48,781
Entrance fee	入場費	849	1,123	2,569	2,332
Sponsorship income	贊助收入	668	906	2,761	2,075
Others	其他	245	730	1,110	1,247
Total clubbing revenue	會所總收益	22,605	22,697	59,997	54,435
Restaurant operations	餐廳經營				
Sales of food and beverage	銷售食品及飲品	4,590	4,497	13,764	12,147
Less: Sales discounts	減：銷售折扣	(4)	(15)	(33)	(71)
Net sales of food and beverage	食品及飲品銷售淨額	4,586	4,482	13,731	12,076
Others	其他	7	4	105	22
Total restaurant revenue	餐廳總收益	4,593	4,486	13,836	12,098
Total revenue	總收益	27,198	27,183	73,833	66,533

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

FOR THE NINE MONTHS ENDED 28 FEBRUARY 2017

截至2017年2月28日止九個月

3. TAXATION

The Group is subject to income tax on profits arising in or derived from Hong Kong, being its principal place of business. The income tax expense in the unaudited condensed consolidated statement of comprehensive income during the period under review represents:

3. 稅項

本集團須就於主要營業地點香港產生或獲得的溢利繳納所得稅。回顧期內的未經審核簡明綜合全面收益表的所得稅開支指：

		For the three months ended		For the nine months ended	
		28 February	29 February	28 February	29 February
		2017	2016	2017	2016
		截至		截至	
		2017年	2016年	2017年	2016年
		2月28日	2月29日	2月28日	2月29日
		止三個月	止三個月	止九個月	止九個月
		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)
Current income tax	即期所得稅	1,045	790	1,364	1,374
Deferred tax	遞延稅項	(186)	(224)	(12)	(6)
Income tax expense	所得稅開支	859	566	1,352	1,368

Pursuant to the rules and regulations of Cayman Islands, the Group is not subject to any taxation under the jurisdictions of Cayman Islands.

根據開曼群島法規及規例，本集團毋須於開曼群島司法權區繳納任何稅項。

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for the period under review.

回顧期內，香港利得稅按估計應課稅溢利的16.5%計算。

4. DIVIDEND

No dividends were paid, declared and proposed by the Company during the nine months ended 29 February 2016 and 28 February 2017.

4. 股息

本公司截至2016年2月29日及2017年2月28日止九個月概無支付、宣派及建議派付股息。

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

FOR THE NINE MONTHS ENDED 28 FEBRUARY 2017

截至2017年2月28日止九個月

5. EARNINGS/(LOSS) PER SHARE

5. 每股盈利／（虧損）

	For the three months ended		For the nine months ended	
	截至		截至	
	28 February	29 February	28 February	29 February
	2017	2016	2017	2016
	2017年	2016年	2017年	2016年
	2月28日	2月29日	2月28日	2月29日
	止三個月	止三個月	止九個月	止九個月
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Profit/(loss) and total comprehensive income/ (expense) for the period (HK\$'000)	3,961	4,319	(1,836)	6,647
Weighted average number of ordinary shares for the purpose of calculating basic earnings/ (losses) per share (in thousands)	600,000	600,000	600,000	600,000

The number of ordinary shares for the purpose of calculating basic earnings/(losses) per share has been determined on the assumption that the reorganisation and the capitalisation issue as disclosed in the Prospectus had been effective on 1 June 2016.

No diluted earnings/(losses) per share for the periods was presented as there were no potential ordinary shares in issue during the periods.

計算每股基本盈利／（虧損）之普通股數目乃假設招股章程所披露之重組及資本化發行已於2016年6月1日生效而釐定。

由於期內並無任何潛在普通股，故並無呈列期內每股攤薄盈利／（虧損）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group is a food and beverage and entertainment group based in Hong Kong that owns and operates two night entertainment clubs, namely Volar and Fly; and three restaurants focusing on Japanese-style curry dishes under the proprietary “Tiger” brand.

BUSINESS REVIEW

During the nine months ended 28 February 2017 and up to the date of this report, the Group had been principally engaged in the operation of clubbing and restaurant business in Hong Kong.

Operation of clubbing business

During the period under review, the Group strategically positions two clubs, namely Volar and Fly, to cover different segments of the night entertainment club market. Volar targets customers with strong spending power and aims to provide a premium clubbing experience, while Fly aims to appeal to the younger white collar professionals and university students and graduates and provide a high-end clubbing experience. Leveraging on the success in clubbing business, the Group is also engaged in organising music-related featured events to offer music entertainment to its customers. In general, the Group conducts the overall organisation, ranging from sourcing of disc jockey (“DJ”), marketing, ticketing and stage design and set up. Internationally renowned DJs and artists are usually engaged to perform at these featured events which would enhance the premium and high-end image of the clubs, increase customer traffic and increase the overall revenue. The revenue generated from operation of clubbing business increased by approximately HK\$5.6 million, or approximately 10.2%, from approximately HK\$54.4 million for the nine months ended 29 February 2016 to approximately HK\$60.0 million for the nine months ended 28 February 2017. Such increase was mainly due to the revenue contributed by Fly to the Group which came under the Group’s operation through acquisition of its operating company in November 2015.

本集團是位於香港的餐飲娛樂集團，擁有及營運Volar和Fly兩間晚上娛樂會所，及以自有品牌「Tiger」主推日式咖哩菜餚的三間餐廳。

業務回顧

截至2017年2月28日止九個月及至本報告日期，本集團主要於香港經營會所及餐廳業務。

經營會所業務

於回顧期間，本集團將Volar及Fly兩間會所的策略定位為覆蓋晚上娛樂會所市場的不同領域。Volar旨在為具備強勁消費能力的客戶提供優質會所體驗。Fly旨在迎合年輕職業白領及大學生與畢業生，提供高級會所式體驗。憑藉於會所業務取得的成功，本集團亦從事舉辦音樂相關特色活動，向顧客提供音樂娛樂。一般而言，本集團進行整體籌備，包括物色唱片騎師（「DJ」）、營銷、售票、舞台設計及設置。我們常聘請國際知名DJ及藝人在特色活動演出，提升會所的優質高端形象，增加客流量及整體收益。經營會所業務所得收益由截至2016年2月29日止九個月約54.4百萬港元增加約5.6百萬港元或約10.2%至截至2017年2月28日止九個月約60.0百萬港元，主要是由於Fly（本集團於2015年11月通過收購其營運公司取得其經營權）對本集團的收益貢獻。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operation of restaurant business

The three “Tiger” branded restaurants aim to provide a contemporary Japanese dining experience in a relaxing atmosphere for their customers. Tiger Curry and Tiger Curry & Cafe are casual dining restaurants while Tiger Curry Jr. is a quick service restaurant. During the period under review, the Group seeks to distinguish itself from other local casual dining and quick service restaurant concepts by creating food menus centered on Japanese-style curry dishes yet at the same time offering a variety of other Japanese dishes with broad appeal. The revenue generated from operation of restaurant business increased by approximately HK\$1.7 million, or approximately 14.4%, from approximately HK\$12.1 million for the nine months ended 29 February 2016 to approximately HK\$13.8 million for the nine months ended 28 February 2017. The increase in revenue was primarily attributable to the revenue from Tiger Curry & Cafe, which commenced business on 30 July 2015.

FINANCIAL REVIEW

Revenue

During the period under review, the Group’s revenue was generated from the operation of clubbing and restaurant business in Hong Kong. As at 28 February 2017, the Group was operating two clubs and three restaurants, located in Hong Kong.

The Group recognised revenue from (a) the clubbing operations when (i) sales of beverages were delivered; (ii) services were provided or other products were delivered (including tips, cloakroom fees, photobooth income and rental income from leasing the club premises for events) to its customers; and (b) the restaurant operations when food and beverage and other related service have been rendered.

經營餐廳業務

三間「Tiger」品牌餐廳力求為顧客打造輕鬆愜意的環境並提供當代日式餐飲體驗。Tiger Curry及Tiger Curry & Cafe為休閒餐廳，而Tiger Curry Jr.為速食餐廳。回顧期內，本集團圍繞日式咖哩菜餚設定食品菜單，同時亦供應多種其他廣受青睞的日式菜餚，力求從當地其他休閒用餐及速食餐廳概念中脫穎而出。經營餐廳業務所得收益由截至2016年2月29日止九個月約12.1百萬港元增加約1.7百萬港元或約14.4%至截至2017年2月28日止九個月約13.8百萬港元，主要是由於2015年7月30日開業的Tiger Curry & Cafe產生的收益。

財務回顧

收益

於回顧期內，本集團的收益來自於香港經營會所及餐廳業務。截至2017年2月28日，本集團營運位於香港的兩間會所及三間餐廳。

本集團(a)於(i)所售飲品送達；(ii)提供服務或交付其他產品予客戶時確認會所營運收益(包括小費、衣帽間費用、快照收入及出租會所場地舉辦活動所得租金收入)；及(b)於提供餐飲及其他相關服務後確認餐廳營運收益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The table below sets forth the breakdown of the revenue by clubbing and restaurant operations for the period under review.

下表載列回顧期內按會所及餐廳業務劃分的收益明細。

		For the three months ended				For the nine months ended			
		28 February 2017		29 February 2016		28 February 2017		29 February 2016	
		截至		截至		截至		截至	
		2017年2月28日		2016年2月29日		2017年2月28日		2016年2月29日	
		止三個月		止三個月		止九個月		止九個月	
		HK\$'000	% of total	HK\$'000	% of total	HK\$'000	% of total	HK\$'000	% of total
		(unaudited)	revenue	(unaudited)	revenue	(unaudited)	revenue	(unaudited)	revenue
		千港元	佔總收益	千港元	佔總收益	千港元	佔總收益	千港元	佔總收益
		(未經審核)	百分比	(未經審核)	百分比	(未經審核)	百分比	(未經審核)	百分比
Clubbing operations	會所營運	22,605	83.1	22,697	83.5	59,997	81.3	54,435	81.8
Restaurant operations	餐廳營運	4,593	16.9	4,486	16.5	13,836	18.7	12,098	18.2
Total	總計	27,198	100.0	27,183	100.0	73,833	100.0	66,533	100.0

The revenue generated from operation of clubbing business increased by approximately HK\$5.6 million, or approximately 10.2%, from approximately HK\$54.4 million for the nine months ended 29 February 2016 to approximately HK\$60.0 million for the nine months ended 28 February 2017. Such increase was mainly due to the revenue contributed by Fly to the Group which came under the Group's operation through acquisition of its operating company in November 2015.

經營會所業務所得收益由截至2016年2月29日止九個月約54.4百萬港元增加約5.6百萬港元或約10.2%至截至2017年2月28日止九個月約60.0百萬港元，主要是由於Fly（本集團於2015年11月通過收購其營運公司取得其經營權）對本集團的收益貢獻。

The revenue generated from operation of restaurant business increased by approximately HK\$1.7 million, or approximately 14.4%, from approximately HK\$12.1 million for the nine months ended 29 February 2016 to approximately HK\$13.8 million for the nine months ended 28 February 2017. The increase in revenue was primarily attributable to the revenue from Tiger Curry & Cafe, which commenced business on 30 July 2015.

經營餐廳業務所得收益由截至2016年2月29日止九個月約12.1百萬港元增加約1.7百萬港元或約14.4%至截至2017年2月28日止九個月約13.8百萬港元，主要是由於2015年7月30日開業的Tiger Curry & Cafe產生的收益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Cost of inventories sold

The cost of inventories sold mainly represents the cost of beverage and food ingredients used in the Group's clubbing and restaurant operations. The major beverage and food ingredients purchased by the Group includes, but is not limited to, champagne, frozen food, dried food, etc.. The cost of inventories sold was one of the components of the operating expenses which increased by approximately HK\$0.5 million, or approximately 3.8%, from approximately HK\$14.1 million for the nine months ended 29 February 2016 to approximately HK\$14.6 million for the nine months ended 28 February 2017. The increase was mainly due to the expansion of (i) the clubbing operations by acquiring Grand Diamond, the operating company of Fly, in November 2015; and (ii) the restaurant operations by opening Tiger Curry & Cafe in July 2015.

Other income and gains

Other income and gains mainly represents the gain on disposal of property, plant and equipment, management fee income and bank interest income.

已售存貨成本

已售存貨成本主要指本集團經營會所及餐廳所用飲品及食材的成本。本集團採購的主要飲品及食材包括(但不限於)香檳、速凍食品及乾貨。已售存貨成本為經營開支的其中一個組成部分，自截至2016年2月29日止九個月約14.1百萬港元增加約0.5百萬港元或約3.8%至截至2017年2月28日止九個月約14.6百萬港元，主要是由於(i)我們於2015年11月收購Fly的營運公司浩鑽使會所業務擴張及(ii) Tiger Curry & Cafe於2015年7月開業使餐廳業務擴張。

其他收入及收益

其他收入及收益主要包括出售物業、廠房及設備的收益、管理費收入及銀行利息收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The table below sets forth the breakdown of the other income and gains for the period under review.

下表載列回顧期內其他收入及收益明細。

		For the three months ended		For the nine months ended	
		28 February 2017 截至 2017年 2月28日 止三個月 HK\$'000 千港元 (unaudited) (未經審核)	29 February 2016 截至 2016年 2月29日 止三個月 HK\$'000 千港元 (unaudited) (未經審核)	28 February 2017 截至 2017年 2月28日 止九個月 HK\$'000 千港元 (unaudited) (未經審核)	29 February 2016 截至 2016年 2月29日 止九個月 HK\$'000 千港元 (unaudited) (未經審核)
Gain on disposal of property plant and equipment	出售物業、廠房及設備所得收益	—	125	—	125
Management fee income	管理費收入	—	108	72	324
Total	總計	—	223	72	449

The other income and gains decreased by approximately HK\$0.3 million, or approximately 84.0%, from approximately HK\$0.4 million for the nine months ended 29 February 2016 to approximately HK\$0.1 million for the nine months ended 28 February 2017. The decrease was mainly due to (i) the decrease in management fee income; and (ii) the disposal of a motor vehicle during the nine months ended 29 February 2016.

其他收入及收益由截至2016年2月29日止九個月約0.4百萬港元減少約0.3百萬港元或約84.0%至截至2017年2月28日止九個月約0.1百萬港元，主要是由於截至2016年2月29日止九個月(i)管理費收入減少；及(ii)出售汽車所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Property rentals and related expenses

Property rentals and related expenses primarily represent the rental payments under operating leases and property management fee paid for the club premises, restaurants and office premises. The property rentals and related expenses were the largest component of the operating expenses which increased by approximately HK\$1.8 million, or approximately 12.2%, from approximately HK\$15.4 million for the nine months ended 29 February 2016 to approximately HK\$17.2 million for the nine months ended 28 February 2017. The increase was mainly due to (i) the property rentals and related expenses incurred by Fly, which came under the Group's operation through acquisition of its operating company in November 2015; and (ii) the property rentals and related expenses incurred by the Group's head office.

Advertising and marketing expenses

Advertising and marketing expenses primarily consist of advertising and promotional expenses such as the cost of engaging resident and guest DJs and the expenses incurred for engaging a public relations company for the provision of marketing and promotion services to the Group's clubbing and restaurant operations. The advertising and marketing expenses increased by approximately HK\$0.2 million, or approximately 1.7%, from approximately HK\$8.2 million for the nine months ended 29 February 2016 to approximately HK\$8.4 million for the nine months ended 28 February 2017. The increase was primarily due to the marketing expenses incurred for Fly, which came under the Group's operation through acquisition of its operating company in November 2015.

物業租金及相關開支

物業租金及相關開支主要包括會所、餐廳及辦公室的營運租賃及物業管理費。物業租金及相關開支(經營開支的最大部分)自截至2016年2月29日止九個月約15.4百萬港元增加約1.8百萬港元或約12.2%至截至2017年2月28日止九個月約17.2百萬港元，主要是由於(i)Fly(本集團於2015年11月收購Fly的營運公司取得其經營權)產生物業租金及相關開支；及(ii)本集團總部產生物業租金及相關開支所致。

廣告及市場推廣開支

廣告及市場推廣開支主要包括廣告及宣傳開支(如聘請常駐DJ和客座DJ的成本)與聘請公關公司為本集團會所及餐廳經營提供市場推廣及宣傳服務產生的開支。廣告及市場推廣開支由截至2016年2月29日止九個月約8.2百萬港元增加約0.2百萬港元或約1.7%至截至2017年2月28日止九個月約8.4百萬港元，主要是由於本集團於2015年11月通過收購其營運公司開始營運Fly而產生市場推廣開支。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Employee benefits expenses

Employee benefits expenses primarily consisted of all salaries and benefits payable to all employees and staff, including the executive director, headquarters staff and operational staff in each outlet. The employee benefits expenses increased by approximately HK\$3.9 million, or approximately 40.9%, from approximately HK\$9.5 million for the nine months ended 29 February 2016 to approximately HK\$13.4 million for the nine months ended 28 February 2017. The increase in staff costs was mainly due to (i) the staff costs attributable to Fly which came under the Group's operation through acquisition of its operating company in November 2015; (ii) the staff costs attributable to Tiger Curry & Cafe which commenced business in July 2015; and (iii) the increase in head office staff costs as a result of the expansion of the Group's clubbing and restaurant operations.

Depreciation

Depreciation represents the depreciation charge for property, plant and equipment, including, among others, leasehold improvements, furniture, fixtures and equipment and motor vehicles. Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The depreciation remained relatively stable at approximately HK\$3.2 million for the nine months ended 29 February 2016 as compared to approximately HK\$3.3 million for the nine months ended 28 February 2017.

Listing expenses

Listing expenses of approximately HK\$8.5 million were recognised for the nine months ended 28 February 2017. No such expenses were incurred for the nine months ended 29 February 2016.

僱員福利開支

僱員福利開支主要包括應付所有僱員及員工(包括執行董事、總部員工及各門店運作員工)的所有薪金及福利。僱員福利開支自截至2016年2月29日止九個月約9.5百萬港元增加約3.9百萬港元或約40.9%至截至2017年2月28日止九個月約13.4百萬港元，主要是由於(i)Fly(本集團於2015年11月收購其營運公司獲得其經營權)產生員工成本；(ii)於2015年7月開業的Tiger Curry & Cafe產生員工成本；及(iii)本集團會所及餐廳業務擴張導致總部員工成本增加。

折舊

折舊指物業、廠房及設備(其中包括租賃物業裝修、傢具、裝置及設備和汽車)的折舊費用。物業、廠房及設備折舊於估計可使用年期內按直線法撇銷成本(已扣除預期剩餘價值)。截至2016年2月29日止九個月，折舊費用約3.2百萬港元，較截至2017年2月28日止九個月約3.3百萬港元維持相對穩定。

上市開支

截至2017年2月28日止九個月確認上市開支約8.5百萬港元，而截至2016年2月29日止九個月並無產生有關開支。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other expenses

Other expenses mainly represents security expenses for the clubs, credit card commissions, repairs and maintenance costs and cleaning expenses. The other expenses increased by approximately HK\$0.4 million, or approximately 4.2%, from approximately HK\$8.6 million for the nine months ended 29 February 2016 to approximately HK\$9.0 million for the nine months ended 28 February 2017. Such increase was mainly due to the expansion of (i) the clubbing operations by acquiring Grand Diamond Limited, the operation company of Fly, in November 2015; and (ii) the restaurant operations by opening Tiger Curry & Cafe in July 2015.

Profit/(loss) before income tax expense

As a result of the foregoing, the Group changed from a profit before income tax expense of approximately HK\$8.0 million for the nine months ended 29 February 2016 to a loss before income tax expenses of approximately HK\$0.5 million for the nine months ended 28 February 2017. Excluding the non-recurring listing expenses of approximately HK\$8.5 million incurred during the nine months ended 28 February 2017, the Group would have recorded a profit before income tax expenses of approximately HK\$8.1 million for the nine months ended 28 February 2017.

Income tax expense

The Group's operations in Hong Kong are subject to Hong Kong profits tax of 16.5% on estimated assessable profit arising in Hong Kong and have no tax obligation arising from other jurisdictions during the period under review.

The income tax expense remained relatively stable at approximately HK\$1.4 million for both the nine months ended 29 February 2016 and 28 February 2017.

其他開支

其他開支主要指我們的會所保安開支、信用卡手續費、維修及保養成本和清潔費。其他開支由截至2016年2月29日止九個月約8.6百萬港元增加約0.4百萬港元或約4.2%至截至2017年2月28日止九個月約9.0百萬港元，主要是由於(i)我們於2015年11月收購Fly的營運公司浩鑽有限公司使會所業務擴張；及(ii) Tiger Curry & Cafe於2015年7月開業使餐廳業務擴張。

除所得稅開支前溢利／(虧損)

受上述各項影響，本集團由截至2016年2月29日止九個月錄得除所得稅開支前溢利約8.0百萬港元轉為截至2017年2月28日止九個月的除所得稅開支前虧損約0.5百萬港元。不計截至2017年2月28日止九個月產生的非經常性上市開支約8.5百萬港元，本集團截至2017年2月28日止九個月錄得除所得稅開支前溢利約8.1百萬港元。

所得稅開支

本集團於香港的經營須就在香港產生的估計應課稅利潤按16.5%的香港利得稅稅率繳稅，回顧期內毋須承擔其他司法權區的稅務責任。

截至2016年2月29日及2017年2月28日止九個月的所得稅開支均約為1.4百萬港元，維持相對穩定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Profit and total comprehensive income/(expense) for the period

As a result of the cumulative factors discussed above, the Group changed from a profit and total comprehensive income of approximately HK\$6.6 million for the nine months ended 29 February 2016 to a loss position of approximately HK\$1.8 million for the nine months ended 28 February 2017. Excluding the non-recurring listing expenses of approximately HK\$8.5 million incurred during the nine months ended 28 February 2017, the Group would have recorded a profit of approximately HK\$6.7 million for the nine months ended 28 February 2017.

For the nine months ended 29 February 2016 and 28 February 2017, excluding the non-recurring listing expenses incurred for the period, the net profit margins were approximately 10.0% and 9.1%, respectively. The slight decrease was mainly due to the fact that the Group has experienced rising operating expenses (including property rentals and related expenses and employee benefits expenses) as a result of the operations of Fly, Tiger Curry & Cafe and head office during the nine months ended 28 February 2017.

OUTLOOK

According to the industry report prepared by Frost & Sullivan Limited, the Group was one of the leading market players in the clubbing market in Hong Kong in terms of revenue for the year ended 31 May 2016 with a market share of approximately 10.6% and Volar is internationally recognised. In May 2016, Volar was awarded "Asia's Best Club" by the Asian Club and Bar Association. In December 2016, Volar and Fly were awarded "Quality Bar Label Award" by the Hong Kong Bar & Club Association.

期內溢利及全面收入／(開支)總額

由於上述因素共同影響，本集團由截至2016年2月29日止九個月錄得溢利及全面收入總額約6.6百萬港元轉為截至2017年2月28日止九個月虧損約1.8百萬港元。不計截至2017年2月28日止九個月產生的非經常性上市開支約8.5百萬港元，本集團截至2017年2月28日止九個月錄得溢利約6.7百萬港元。

截至2016年2月29日及2017年2月28日止九個月，不計期間產生的非經常性上市開支，純利率分別約為10.0%及9.1%。略微減少主要是由於本集團於截至2017年2月28日止九個月經營Fly、Tiger Curry & Cafe及總部，導致營運開支(包括物業租金、相關開支及僱員福利開支)有所增加。

前景

根據弗若斯特沙利文投資諮詢有限公司編製的行業報告，按截至2016年5月31日止年度的收益計，本集團是香港會所市場的領先營運商之一，市場份額約為10.6%，且Volar已獲國際認可。2016年5月，Volar獲亞洲俱樂部和酒吧業協會頒授「Asia's Best Club」獎項。2016年12月，Volar及Fly獲香港酒吧業協會頒授「優質酒吧獎狀」獎項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

“Tiger” branded restaurants are aimed at mass market customers. The Group seeks to distinguish itself from other local casual dining and quick service restaurant concepts by creating food menus centered on Japanese-style curry dishes yet at the same time offering a variety of other Japanese dishes with broad appeal.

The Group will pursue the following key business strategies (i) continue to expand and diversify the outlet network by establishing sports-themed bars and expanding the restaurant network under the “Tiger” brand; and (ii) upgrade the club facilities.

The Group will continue to control its operating cost. With a higher number of sports-themed bars, the Group will increase the demand of beverage products while the purchase volume of such beverage products is linked to different levels of value and cash incentives, which means the more beverage products we purchase, the higher level of incentives we will get, whereas, with a higher number of restaurants, the Group will modify our centralised purchasing procedures. This will help reduce inventory build-up in case expected usage does not materialise and lower the risk of shortages in case of unexpected increases in demand.

The Group ongoing expansion plans will enhance the market share in both clubbing and restaurant business while the Group will continue to refine the business strategy to cope with the continuing challenges.

「Tiger」品牌餐廳主要針對大眾市場客戶。本集團圍繞日式咖哩菜餚設定食品菜單，同時供應多種其他廣受青睞的日式菜餚，力求從當地其他休閒用餐及速食餐廳概念中脫穎而出。

本集團將實行以下主要業務策略：(i)通過開設運動主題酒吧及擴展「Tiger」品牌餐廳網絡繼續擴大及多樣化門店網絡；及(ii)升級會所設施。

本集團將不斷控制營運成本。隨著運動酒吧增加，本集團對飲品需求增加，而有關該等飲品的採購量與不同水平的價值及現金獎勵掛鉤（即我們採購越多飲品，將獲越多獎勵）。隨著餐廳增加，本集團將調整集中採購流程。此舉有利於減少庫存積壓（以防預計用量過多）及降低庫存短缺風險（以防需求意外增加）。

本集團持續擴張計劃將提高會所及餐廳業務的市場份額，並將不斷完善業務策略以應對持續挑戰。

DISCLOSURE OF ADDITIONAL INFORMATION 其他資料披露

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

As at the date of this report, 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 notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the shares as at the date of this report

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	No. of shares held/interested in 所持／擁有 權益股份數目	Approximate shareholding percentage of interest (%) 股權概約 百分比(%)
Mr. Ng Shing Joe Kester ("Mr. Kester Ng") ^(Note 1) 吳繩祖先生 ^(附註1)	Interest in a controlled corporation 受控法團權益	371,520,000	46.44

Note:

- Mr. Kester Ng beneficially owns 100% of the issued share capital of Aplus Concept Limited. By virtue of the SFO, Mr. Kester Ng is deemed to be interested in 371,520,000 shares held by Aplus Concept Limited.

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 中擁有的權益及淡倉

截至本報告日期，董事及本公司最高行政人員於本公司或其任何相聯法團(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、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第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的有關條文當作或視作擁有的權益或淡倉)，或須記入本公司根據證券及期貨條例第352條存置的登記冊的權益及淡倉，或根據創業板上市規則第5.46至5.67條所載董事進行交易的規定準則須知會本公司及聯交所的權益及淡倉如下：

截至本報告日期的股份好倉

附註：

- 吳繩祖先生實益擁有Aplus Concept Limited的全部已發行股本。根據證券及期貨條例，吳繩祖先生視為擁有Aplus Concept Limited所持371,520,000股股份的權益。

DISCLOSURE OF ADDITIONAL INFORMATION 其他資料披露

Save as disclosed above, none of the Directors and chief executive of the Company has any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

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

As at the date of this report, the interests and short positions of substantial shareholders and other persons (not being a Director or chief executive of the Company) in the shares and underlying shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

除上文所披露者外，概無董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第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的有關條文當作或視作擁有的權益或淡倉），或須記入本公司根據證券及期貨條例第352條存置的登記冊之權益或淡倉，或根據創業板上市規則第5.46至5.67條所載董事進行交易的規定準則須知會本公司及聯交所的權益或淡倉。

主要股東及其他人士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

於本報告日期，主要股東及其他人士（本公司董事或最高行政人員除外）在本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須知會本公司及聯交所或須載入本公司根據證券及期貨條例第336條存置的登記冊的權益及淡倉如下：

DISCLOSURE OF ADDITIONAL INFORMATION 其他資料披露

Long positions of the shares as at the date of this report

本報告日期於股份的好倉

Name of Director 董事名稱	Capacity/Nature of interest 身份／權益性質	No. of shares held/ interested in 所持／擁有 權益股份數目	Approximate shareholding percentage of interest (%) 股權概約 百分比(%)
Aplus Concept Limited <i>(Note 1)(附註1)</i>	Beneficial owner 實益擁有人	371,520,000	46.44
Ms. Louey Andrea Alice <i>(Note 2)</i> 雷兆森女士 <i>(附註2)</i>	Interest of spouse 配偶權益	371,520,000	46.44
Phoenix Year Limited <i>(Note 3)(附註3)</i>	Beneficial owner 實益擁有人	159,180,000	19.90
CSI Properties Limited <i>(Note 4)</i> 資本策略地產有限公司 <i>(附註4)</i>	Interest in a controlled corporation 受控法團權益	159,180,000	19.90
Mr. Chung Cho Yee Mico <i>(Note 5)</i> 鍾楚義先生 <i>(附註5)</i>	Interest in a controlled corporation 受控法團權益	159,180,000	19.90
Digisino Assets Limited <i>(Note 5)(附註5)</i>	Interest in a controlled corporation 受控法團權益	159,180,000	19.90
Earnest Equity Limited <i>(Note 5)(附註5)</i>	Interest in a controlled corporation 受控法團權益	159,180,000	19.90

Notes:

- The entire issued share capital of Aplus Concept Limited is wholly-owned by Mr. Kester Ng.
- Ms. Louey Andrea Alice is the spouse of Mr. Kester Ng. By virtue of the SFO, Ms. Louey Andrea Alice is deemed to be interested in the same number of shares in which Mr. Kester Ng is deemed to be interested under the SFO.
- The entire issued share capital of Phoenix Year Limited is wholly-owned by CSI Properties Limited.
- CSI Properties Limited is deemed to be interested in the same number of shares held by Phoenix Year Limited under the SFO.

附註：

- Aplus Concept Limited的全部已發行股本由吳繩祖先生全資擁有。
- 雷兆森女士為吳繩祖先生的配偶。根據證券及期貨條例，雷兆森女士視為擁有吳繩祖先生根據證券及期貨條例視為擁有的相同數目股份權益。
- Phoenix Year Limited的全部已發行股本由資本策略地產有限公司全資擁有。
- 根據證券及期貨條例，資本策略地產有限公司視為擁有與Phoenix Year Limited所持股份相同數目股份權益。

DISCLOSURE OF ADDITIONAL INFORMATION 其他資料披露

5. Mr. Chung Cho Yee Mico (“Mr. Chung”) owns the entire interest of Digisino Assets Limited (“Digisino”) which in turn owns the entire interest in Earnest Equity Limited (“Earnest Equity”). Earnest Equity and Mr. Chung own approximately 45.91% and 0.03% of the entire issued share capital of CSI Properties Limited respectively. Therefore, Mr. Chung, Digisino and Earnest Equity are deemed to be interested in the same number of shares held by CSI Properties Limited under SFO.

5. 鍾楚義先生(「鍾先生」)擁有Digisino Assets Limited(「Digisino」)的全部權益，而Digisino則擁有Earnest Equity Limited(「Earnest Equity」)的全部權益。Earnest Equity及鍾先生分別擁有資本策略地產有限公司全部已發行股本約45.91%及0.03%。因此，根據證券及期貨條例，鍾先生、Digisino及Earnest Equity視為擁有與資本策略地產有限公司所持股份相同數目股份權益。

SHARE OPTIONS

The Company has conditional adopted a share option scheme (the “Share Option Scheme”) on 14 March 2017. For the principal terms of the Share Option Scheme, please refer to “Other Information — 15. Share option scheme” in Appendix IV to the Prospectus.

Up to the date of this report, no share option has been granted by the Company pursuant to such Share Option Scheme.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 28 February 2017.

DIRECTORS' INTERESTS IN CONTRACTS

As at 28 February 2017, no Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.

購股權

本公司於2017年3月14日有條件採納購股權計劃(「購股權計劃」)。購股權計劃的主要條款請參閱招股章程附錄四「其他資料 — 15.購股權計劃」。

截至本報告日期，本公司概無根據相關購股權計劃授出購股權。

購買、出售或贖回本公司上市證券

截至2017年2月28日止九個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事之合約權益

於2017年2月28日，董事概無直接或間接於本公司或其任何附屬公司所訂立且對本集團業務屬重大之合約中擁有重大實益權益。

DISCLOSURE OF ADDITIONAL INFORMATION 其他資料披露

DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' COMPETING INTEREST

As at 28 February 2017, save as disclosed in the Prospectus, none of the directors or substantial shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete with the business of the Group, or have any other conflict of interests with the Group.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted written guidelines regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries to all Directors, the Directors confirmed that they have complied with the required standard of dealings and the said guidelines regarding Directors' securities transactions up to the date of this report.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Directors consider that up to the date of this report, the Company has applied the principles and complied with all the applicable code provisions set out in Appendix 15 — Corporate Governance Code to the GEM Listing Rules.

董事及主要股東之競爭權益

於2017年2月28日，除招股章程所披露者外，本公司董事、主要股東或任何彼等各自的緊密聯繫人(定義見創業板上市規則)概無從事任何對本集團業務構成或可能構成競爭的業務，與本集團亦無任何利益衝突。

董事之證券交易

本公司已採納有關董事進行證券交易的書面指引，其條款不遜於創業板上市規則第5.48至5.67條所載之交易準則。向全體董事作出具體查詢後，董事確認，截至本報告日期，彼等一直遵守交易準則的規定及上述有關董事進行證券交易的指引。

遵守企業管治守則慣例

董事認為，截至本報告日期，本公司已採納創業板上市規則附錄十五企業管治守則所載原則並遵循所有適用守則條文。

DISCLOSURE OF ADDITIONAL INFORMATION 其他資料披露

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Lego Corporate Finance Limited (“Lego”) to be the compliance adviser. Lego, being the sponsor to the listing of the Company, has declared its independence pursuant to Rule 6A.07 of the GEM Listing Rules. Save as provided for under the underwriting agreement relating to the share offer, neither Lego nor any of its associates and none of the directors or employees of Lego who have been involved in providing advice to the Company as the sponsor, has or may, as a result of the share offer, have any interest in any securities of the Company or any other companies of the Group (including options or rights to subscribe for such securities).

The compliance adviser’s appointment is for a period commencing on the listing date and ending on the date on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of the despatch of its annual report of the financial results for the second full financial year commencing after the listing date, i.e. for the year ending 31 May 2019, or until the compliance adviser agreement is terminated, whichever is earlier.

AUDIT COMMITTEE AND REVIEW OF ACCOUNTS

Pursuant to Rule 5.28 of the GEM Listing Rules, the Company established an audit committee (the “Audit Committee”) with written terms of reference aligned with the provision of the code provisions set out in Appendix 15 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. As at the date of this report, the Audit Committee comprises Mr. Wong Sui Chi (chairman), Mr. Li Lap Sun and Mr. Ng Kwok Kei Sammy, all of whom are independent non-executive Directors.

The Audit Committee had reviewed with the management of the Company the accounting principles and practices adopted by the Group and this report. The condensed consolidated financial results for the nine months ended 28 February 2017 are unaudited, but have been reviewed by the Audit Committee.

合規顧問權益

根據創業板上市規則第6A.19條，本公司已委任力高企業融資有限公司(「力高」)為合規顧問。力高(作為本公司的上市保薦人)已根據創業板上市規則第6A.07條宣稱其獨立性。惟有關股份發售的包銷協議項下所規定者外，力高及其任何聯繫人以及曾涉及向本公司提供意見的力高董事或僱員概無作為保薦人曾經或可能因股份發售而於本公司或本集團任何其他公司的任何證券(包括可認購該等證券的購股權或權利)中擁有任何權益。

合規顧問的任期自上市日期起計至本公司遵守創業板上市規則第18.03條寄發其自上市日期起計第二個完整財政年度(即截至2019年5月31日止年度)財務業績的年報當日，或直至合規顧問協議終止(以較早者為準)為止。

審核委員會及審閱賬目

本公司根據創業板上市規則第5.28條成立審核委員會(「審核委員會」)，其書面職權範圍符合創業板上市規則附錄十五所載守則條文的規定。審核委員會的主要職責為審閱及監管本集團財務申報流程及內部監控程序。於本報告日期，審核委員會由黃瑞熾先生(主席)、李立新先生及伍國基先生組成，彼等均為獨立非執行董事。

審核委員會已與本公司管理層審閱本集團及本報告所採納之會計原則及慣例。截至2017年2月28日止九個月之簡明綜合財務業績未經審核，但已由審核委員會審閱。

DISCLOSURE OF ADDITIONAL INFORMATION 其他資料披露

DIVIDEND

No dividend has been paid or declared by the Company, or by any of the companies now comprising the Group during the nine months ended 29 February 2016 and 28 February 2017.

MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any material acquisition or disposal of subsidiaries or associates during the nine months ended 28 February 2017.

PUBLICATION OF THIRD QUARTERLY REPORT

The 2017 third quarterly report of the Company containing all the information required by the GEM Listing Rules will be despatched to the shareholders of the Company pursuant to Rule 18.03 of the GEM Listing Rules.

股息

截至2016年2月29日及2017年2月28日止九個月，本公司或本集團現時旗下任何公司概無派付或宣派股息。

重大收購及出售

截至2017年2月28日止九個月，本集團概無任何附屬公司或聯營公司之重大收購或出售。

刊發第三季度報告

本公司2017年第三季度報告載有創業板上市規則規定的全部資料，將根據創業板上市規則第18.03條寄發予本公司股東。

BCI Group Holdings Limited
高門集團有限公司